She's all That

An original screenplay

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INT. BASEMENT - MORNING

A basement has been turned into an art studio. We SEE TIGHT SHOTS OF THE ROOM.

WEIRD CHANTING MUSIC SPILLS OUT FROM THE HEADPHONES of the person seated in front of a colorful canvas. We see only the back of her head.

Two tubes of paint are held upside down in the air by two fists. The fists suddenly close tight squeezing out globs of paint that slide onto the canvas. A glob of paint lands on the bare feet of the artist.

Headlines from newspapers are duct taped to the white stone walls of the basement. "SERBIAN CRISIS MOUNTS", "CHINA'S POPULATION PROBLEMS", "OIL SPILL WIPES OUT CANADIAN WILD LIFE"... the world's woes decorate every wall.

A PAINT BRUSH loaded with magenta paint sits still in the hand of the painter. With sudden inspiration, the brush is whipped into motion.

Magenta paint SPLATTERS ON THE CEILING.

AN ANGRY STREAK OF MAGENTA appears on the canvas.

The painter's head and headphones tilt as she evaluates her work.

The paint brush drops into a sink.

An empty paint can is tossed in a LARGE RECYCLING BIN overflowing with empty paint cans.

LANEY BOGGS, seventeen, looks at her latest creation. Laney has brown hair twisted back in a haphazard, painful-looking braid. Bottom-drawer Lenscrafter glasses cover a brow-line in woeful need of maintenance. Not a trace of makeup.

CUT TO:

INT. KITCHEN - MORNING

Laney is now fully dressed in her baggy overalls, sweater and paint splattered Chuck Taylor high tops.

She stands at the stove scrambling eggs.

She pours the eggs into three equal lumps on three chipped plates. Three blobs of ketchup are squirted on the eggs.

CUT TO:

INT. HALLWAY - MORNING

LANEY
Hey, you up?

Laney's elbow knocks at the bedroom door.

LANEY
Simon, you up?

No response. Laney places the ketchup and scrambled eggs at the base of the door.

LANEY
I'm putting your breakfast by the door

Laney takes a slurp of the orange juice in the Power Ranger's glass in her hand.

LANEY
Simon - We'll be late for school.

Nothing. Another KNOCK.

LANEY
Simon, there are children in Mexico who have been up for three hours already making clothes for Kathy Lee Gifford.

Her BANGING GETS LOUDER.

LANEY
Simon Boggs?
(beat)
Okay, that's it. I'm spitting in your juice.

Laney MAKES AN EXAGGERATED HOCKING SOUND.

LANEY
(mouth full)
Guut Bggg lggie. Gnn Sptt nn yrr jes.

WE HEAR DOOR LOCKS BEING UNDONE and then the door swings open to reveal SIMON "TARD" BOGGS, fifteen. Unusually small for his age, with prominent ears - both equipped with hearing aids protruding from beneath an apparently self-administered haircut.

Simon finds Laney holding a glass of orange juice into which she is, in fact, in the process of spitting.

CONTINUED:

Laney looks up, then sucks the precariously dangling bungee of spittle back into her mouth and grins.

LANEY
Morning.

SIMON
Morning Laney.

CUT TO:

EXT. WILLIAM HENRY HARRISON HIGH SCHOOL - DAY

An immaculate Southern California morning.

We SUPER the legend:

Pacific Palisades, California

CUT TO:

EXT. PARKING LOT - DAY

We begin a STEADICAM shot a la Scorsese of bright-eyed, fashionably dressed students milling about, chattering excitedly about their vacations.

Car stereos BLARE. Shiny BMW'S and sport utility vehicles HONK and wind their ways into parking spaces.

Amid the action, the voice of the CAMPUS DJ BOOMS out over the school P.A.

CAMPUS DJ (O.S.)
Hey, hey, Earthquakes. Put away the snowboards, sunscreen and the recreational chemicals. Spring break is over. And if you're feeling Cobainish about trading Palm Springs for Pythagoras, then chew on this - just two more months till summer vacation. Until then, here's a little "Welcome back" music

Song: "Monkey Wrench" by the Foo Fighters.

A rust-scabbed white van pulls to the curb. On its side are stenciled the words, "Dr. Pool" - only the last letter has been obscured by spray paint-wielding vandals.

Behind the wheel is WAYNE BOGGS, early forties, with the slightly worn countenance of a man ten years older. Thick

CONTINUED:

glasses. Faded blue coveralls; a patch over the breast pocket reads, "Dr. Pool.

WAYNE
so I've got a pump replacement in Manhattan Beach this afternoon, but I should be done in time to pick you up after school.

The passenger door opens and Laney's Chuck Taylor high tops step out.

WAYNE
Laney?

LANEY
Yeah, Dad. Got it.

Laney heads off, cranking her vintage-1983 Walkman as we HEAR Duran, Duran's "The Reflex" (or some similarly unhip 80's selection). Her gait is stiff, and ungainly.

WAYNE
Have a fine day honey!

SIMON(O.S.)
(imitating)
Have a fine day honey!

Wayne turns around and sees Simon sitting cross-legged on the seat, his face obscured by the hanging fabric that has peeled away from the ceiling. He's waving some sort of pool cleaning device.

WAYNE
Okay Simon. You too.

SIMON
Okay man.

Simon leans forward and kisses his dad.

SIMON
Peace out.

Simon exits through a rear window, then executes some sort of herky-jerky kung fu move and sprints enthusiastically towards the school building. Wayne shakes his head and drives away.

We FOLLOW SIMON as he sprints breathlessly to a FLAGPOLE where the JUNIOR ROTC DORKS are hoisting the flag as a tinny-sounding "Star Spangled Banner" PLAYS on a nearby jam box.

CONTINUED: (2)

Assorted LOSERS stand at attention, saluting. Simon stops and places his hand reverentially over his heart.

LANEY walks past the scene. WE FOLLOW HER as she moves by the LILITH FAIR NATION - black wearing, clove-smoking, pierced nose and eyebrow crowd. The girls sport dark eyeliner and deathly white skin; the guys, bad high school goatees.

The CAMERA loses Laney in a crowd and picks up two girls, SAVANNAH and MISTY as they regale their friends with a story.

MISTY
...so we're in Madrid for one day and it turns out the Cezanne exhibit is next month...

The group ad-libs disappointment.

SAVANNAH
...so we just went to Planet Hollywood to hang. And guess who walks in...

MISTY
Antonio Sabato, Jr.

The group OOH'S their approval as THE CAMERA finds Laney again. She's moving up the sidewalk past a group of BURNERS who hover around a bench. We stay with them.

The THREE BURNERS are skateboard enthusiasts sporting faded flannels, backward Stussy baseball caps, and baggy jeans with dangling wallet chains. JEFF MUNGE, seventeen, the group's leader, clutches a double-barrelled bong as a fourth burner skateboards into the group and tosses Munge a lighter.

MUNGE
...and Funkhauser comes through in the clutch.
(conspiratorially)
So who's ready to rip a binger?

All the guys simultaneously raise their hands.

MUNGE
Then let's spark this bitch up.

RACK FOCUS to Laney's figure in the distance as she pulls open the school doors and enters the building.

THAT'S WHEN THE FRAME GETS WIPED BY A RED JEEP. We TRACK WITH IT as it pulls into a space marked, "Student Body President." The door opens and out step Sketcher boots. The CAMERA pans up to reveal

CONTINUED: (3)

ZACK SILER, eighteen. He's tall, effortlessly handsome and judging from the number of female heads turning, quite popular. He pulls off his Ray Ban Predator II sunglasses, glances around briefly , then starts across the lot. Even the morning sunlight bounces differently off this guy. He passes two obviously-smitten YOUNG WOMEN, winking at one of them.

ZACK
What's going on, Connie?

Both girls GASP as Zack continues on. One girl turns to the other.

GIRL#1
He spoke to me.

GIRL#2
He called you "Connie".

GIRL#1
So?

GIRL#2
Your name is Beatrice.

They watch longingly as Zack enters the school building.

CUT TO:

INT. HALLWAY - MORNING

Laney stands at an open locker, which is positively overflowing with notebooks, gym clothes, etc. JESSE, a student with a warm smile and about fifty pounds too much weight for his slight height, approaches and opens a locker next to Laney's. Inside the locker reads a large self-styled plaque with the words, "JESSE JACKSON" on it.

LANEY
Hey Jesse.

JESSE
Hey Laney. You see that Dateline on Sewage dumpage last night? I taped it.

He reaches into his locker and pulls out books and a Hostess Twinkie. Jesse starts to take a bite into the Twinkie, but Laney snatches it away.

JESSE
Hey wait. Read the wrapper. Twinkie "Lite." See.

CONTINUED:

LANEY
What happened to dropping ten pounds before graduation?

JESSE
I'm looking into it.

Laney and Jesse head to classes when Munge, the bong guy from the benches, catches up to them. He slaps a mock-friendly arm around Jesse and launches into a Jesse Jackson impression. He's not bad.

MUNGE
And it is my fervent belief that it is the inalienable right of every American - black, or white, brown or yellow, rich or poor - to life, liberty
(squeezes Jesse's face)
and a whole lot of damn Twinkies.

JESSE
Leave me alone Munge.

MUNGE
Hey, I was thinking. Why didn't you ever run for Class President? With a name like Jesse Jackson you couldn't lose. Of course, the voting public might be disappointed when you turn out to be a short fat white guy.

Suddenly, Laney smacks Munge over the head with her lunch box. Munge glares at Laney.

MUNGE
Don't make me bitch slap you.

Laney gives Munge the finger.

MUNGE
You're ugly. You know that?

Munge heads down the hallway, rubbing his head. Laney and Jesse glance at each other awkwardly and walk to class without another word. They turn the corner just as ZACK comes down the hall. WE FOLLOW HIM...

Zack meets up with two jocks. DEAN SAMPSON, eighteen, darkly handsome with a perpetual self-satisfied smirk. An unlit cigarette dangles from his mouth. Flanking Dean is PRESTON HARRISON, lanky, black, good-looking, perpetually dressed for the clubs he's still too young to get into.

CONTINUED: (2)

DEAN
Siler!

ZACK
Hey.

PRESTON
Wazzup, bee-yotch?

The three bump fists and continue walking.

DEAN
You crazy-ass mofo. Guess who jammed a thirty year old flight attendant at twenty-six thousand feet en route to Cancun?

Zack and Preston roll their eyes at each other. They've heard this sort of thing before.

PRESTON
(sing-song)
Bullshit.
(beat)
What'd you do on break Zack?

ZACK
Nada... Zoned out about after graduation. Kind of got me freaked actually...
(beat)
Like I forgot there was a tomorrow or something.

Beat. This time, Dean and Preston exchange looks.

DEAN
The hell you talking about - Siler?

ZACK
I don't know. I was zoning. I told you.

Dean shrugs and removes his cigarette, looks around, then puts it out in the Mountain Dew of a passing acne ridden student who walks on oblivious.

DEAN
You gotta love freshman.

The guys come to a stop in the hall as CHANDLER, a well-dressed, curvaceous blonde girl, talking animatedly on a cell phone walks up to them. Several paces behind her are KATIE a slender Latina in a don't-bend-over miniskirt, and ALEX wearing a Harrison cheerleading outfit replete with pom-poms.

CONTINUED: (3)

CHANDLER
(on phone)
Then could I please talk to somebody who doesn't have his head up his ass? Yes, I'll hold.

ZACK
Hey. You guys seen Taylor?

Chandler shushes Zack.

CHANDLER
(pointing)
Skoozie? On the phone here.

KATIE
Um...What?

ZACK
Taylor? My girlfriend? Tall, Blonde? Yells at everybody?

Katie and Alex exchange worried glances.

ALEX
Why?

ZACK
Why? Maybe because I haven't seen her in eight days.

KATIE
I'm sure she's just running late.

Zack eyes the girls suspiciously.

CHANDLER
(on phone)
No, no. It was a pair of bone Charles David mules. There's a strawberry margarita stain on the right one. They're either next to the pool, by the jacuzzi, or under the roll away bed in room thirty-four twenty.

They all move as a group down the hall to class. They're just about to enter their classroom when the packed hallway starts to buzz. All heads turn as TAYLOR VAUGHAN enters the area.

Eighteen, blonde, breathtakingly beautiful. She actually has the Barbie doll figure women's groups complain about. Cameron Diaz holds a candle to her on a good day. Taylor heads straight for Zack and the gang.

CONTINUED: (4)

ZACK
Hey Taylor.

Taylor splits the group and heads right by Zack and into the classroom. Zack stands in disbelief. The girls raise their eyebrows. Dean covers his face with his hands at the harshness of the snub. Zack takes a beat and then moves into class.

CUT TO:

INT. CLASSROOM - DAY

English class. A teacher, MRS. GROOVER, lectures to a roomful of bored-looking students. An annoyed looking Zack sits in his usual seat towards the front and tries to get a note to Taylor who ignores it.

In the far corner, Laney sits surrounded by empty chairs, decorating a still wrapped tampon with a green magic marker.

Zack fake-coughs, drops a piece of paper onto the floor, kicks it to Taylor. She lets it sit by her foot untouched.

MRS. GROOVER
Can anyone tell me what the author was referring to when he mentioned 'Forgotten Horizons'?

Mrs. Groover picks the only hand raised.

MRS. GROOVER
Laney Boggs.

LANEY
He was saying we don't think about life as a whole. I think he was saying we spend too much time thinking about right now...

The teacher nods. Laney looks like she's finished then adds

LANEY
Like sometimes we forget there is a tomorrow.

Zack suddenly straightens up at hearing his own words. He turns and searches the faces to find who said them. His eyes fall on Laney Boggs in the back. She returns to her tampon. He watches her for a beat as the class continues. His attention eventually turns back to Taylor and the note.

CUT TO:

INT. HALLWAY - MORNING

CLASS BELL.

Students pour out of English classes and split up as they go to the next subject.

Zack calls out to the voluptuous figure disappearing into the girl's bathroom.

ZACK
Yo, Taylor.

The bathroom door swings closed behind her.

Zack checks his watch and heads up the stairs with a wave of students.

CUT TO:

INT. CAFETERIA - DAY

Jesse and Laney are in the windowless corner of the cafeteria. No one else is even two tables from them.

JESSE
C'mon Laney, it's Spring. It's nice out. Why don't we go eat in the quad?

Laney ignores the question and reads the small print on the back of her pint of milk.

LANEY
I don't know this brand. I'm not sure they treat their cows humanely. Don't drink the milk.

Jesse lowers his carton of milk mournfully from his lips. Places it on his tray. He gazes at his other options.

JESSE
How about the Jello?

LANEY
Don't get crazy. Jello is just Jello.

Jesse digs into his lemon-lime cup.

JESSE
So what about outside today?

Laney finally looks up.

CONTINUED:

LANEY
Jesse, It's Lunchtime Sociology 101. They go outside. We stay here.

JESSE
Who are they?

LANEY
Everyone.

JESSE
Then who are we?

LANEY
You and me who else?

At that moment, Simon rollerblades to the table carrying a large pepper mill.

SIMON
Fresh ground pepper?

Laney shakes her head. Simon skates around to Jesse.

SIMON
Fresh ground pepper?

JESSE
Please.

Laney watches in slight bewilderment as Simon proceeds to pepper Jesse's mashed potatoes.

They watch as Simon moves from group to group - spreading pepper to all who are in need. Jesse watches with a smile.

JESSE
And who is he? Is he a 'we' or a 'they'?

Beat.

LANEY
Neither. He's an 'it'.

CUT TO:

EXT. LUNCH QUAD - DAY

Chandler, Katie, Alex, Dean and Preston are crowded around their usual table. All eyes are focused across the quad, where Taylor and Zack are having their "talk".

CONTINUED:

DEAN
He never saw it coming.

CHANDLER
The last original couple from Freshman year.

ALEX
It's like my parents are breaking up.

Katie turns to Alex.

KATIE
Your parents are broken up.

ALEX
Yeah, but I mean, like, I care this time.

CUT TO:

EXT. ACROSS THE QUAD - DAY

Zack is staring at Taylor's shoulder.

ZACK
Let me get this straight. You're breaking up with me?

TAYLOR
It's not working for me okay?

ZACK
Really? Everything was fine before you left. What happened in Florida, Taylor?

TAYLOR
What do you mean? Nothing.

ZACK
You show up after a week with a tattoo and suddenly you want to break up?

TAYLOR
Fine if you want to torture yourself...

She looks at Zack, who's stare doesn't waiver.

TAYLOR
Suit yourself. We were at this club one night and Chandler got plowed and made out for like twenty minutes with this old guy on the dance floor.

CONTINUED:

As Taylor begins her story, we...

CUT TO:

FLASHBACK: EXT. MTV SPRING BREAK HEADQUARTERS - DAY

Dozens of vacationing teenagers are dancing in and around a gigantic swimming pool.

TAYLOR (V.O.)
Well, imagine our surprise when that old guy turns out to be Kurt Loder...

ZACK(V.O.)
Isn't he gay?

TAYLOR (V.O.)
Whatev. So he sets us up with passes to the Spring Break Beach House for the taping of "The Grind." So we get there and next thing I know...

We see Taylor, bikini-clad, dancing by herself on a giant pink raft in the pool.

TAYLOR (V.O.)
Taylor Vaughan is hand-picked by the director to dance on her very own raft.

ZACK (V.O.)
This is all fascinating, Taylor. But could you maybe skip to the part where you decided to fuck me over?

TAYLOR(V.O.)
Hold on. I'm getting there.
(beat)
So I've been dancing for maybe twenty minutes, right, when my raft bumps into something. I mean I nearly fell off, which would have been so embarrassing - I mean being on cable and everything. So I turn around to see what I've hit, and then it happened...

TAYLOR'S P.O.V.

We see a GUY, early twenties, standing on another float - a cross between Jared Leto and Fabio. Shirtless, tanned and oiled down, sporting a pair of neon orange Birdwells and wraparound Oakley sunglasses. He smiles.

CONTINUED:

TAYLOR (V.O.)
No offense, Zack. But there have been three defining moments in Taylor Vaughan's life when she knew that afterwards things would never be the same. One was getting my ears pierced. The second was the time at CPK when Leonardo DiCaprio accidently touched my salad. And the third was the moment his raft bumped into mine and he said...

BROCK
Hi. I'm Brock Hudson.

CUT TO:

PRESENT: EXT. LUNCH QUAD - DAY

Zack is floored.

ZACK
Brock Hudson? What kind of name is that?

TAYLOR
What kind of name is Zack? Brock is from The Real World.

ZACK
What, like Reseda?

TAYLOR
Like the T.V. show. Real World L.A.? Second season?

ZACK
The dyslexic volleyball guy? They threw him out of the house!

Taylor ignores Zack.

TAYLOR
The next three days are kind of a blur...

CUT TO:

FLASHBACK: EXT. MONATAGE - DAY

Taylor and Brock frolicking on a beach...

Dancing in clubs... Kissing.

CONTINUED:

TAYLOR(V.O.)
It was as if we'd known each other for weeks. I didn't have to say anything...

Onscreen, we see Taylor is sitting opposite Brock in a restaurant booth. In front of her is a glass of iced tea.

TAYLOR(V.O.)
...and it was like he knew exactly what I was thinking.

Brock opens a Sweet 'n' Lo and pours it into Taylor's tea. Taylor, clearly moved by the gesture, grabs Brock and rams her tongue in his mouth.

TAYLOR (V.O.)
Two days ago, the night before he had to leave, he said he had a surprise for me...

WE ARE NOW IN A TATTOO PARLOR. Taylor sits in a chair, looking quite uncomfortable, as a huge sweaty guy in a shirt reading, "God Sucks" prods her delicate, tanned shoulder with a tattoo needle.

TAYLOR (V.O.)
...something to record the wonderment of our first days together.

Next to her, Brock sits in a chair as another "artist" puts the finishing touches on a shoulder tattoo -- a picture of Brock's face above a caption reading, "Me."

CUT TO:

PRESENT: EXT. LUNCH QUAD - DAY

Zack is still staring at Taylor's shoulder again.

ZACK
So that's it?

TAYLOR
Pretty much, yeah. Don't worry. I'll still go to the prom with you. I mean, we're still gonna be elected, and it's only appropriate for the King and Queen to go together.

ZACK
I -- I don't know what to say.

CONTINUED:

TAYLOR
Then don't. Look, Zack. It's been fun. But did you honestly think I'd leave for college still dating you?

No response.

TAYLOR
No way. You did.
(touches Zack's cheek)
That's so sweet.

Zack pulls away.

TAYLOR
Zack, let's not make this harder than it has to be. I want to stay friends.
(gets up)
But, then, that's really up to you.

Taylor starts to walk off, then turns back. She lightly touches her shoulder and winces.

TAYLOR
God. You know, this thing still hurts?

Zack watches as Taylor walks away, then looks up. Practically everyone in the lunch quad is staring at him. Then, almost instantaneously, everyone looks away.

ZACK
Great.

CUT TO:

INT. ART CLASS - DAY

Twenty or so students sit in front of rows of easels doing painting exercises. Among them is Laney, seated at the end of the last row.

A row over, MISTY and SAVANNAH sit sipping nonfat lattes. In front of both of them are goofy paintings of CLOWNS.

Laney is working intently on her painting, a multi-media Jackson Pollockesque explosion of colors -- most of them dark. Misty looks over at Laney, then stands and motions for Savannah to follow her. They approach Laney's easel.

MISTY
(sotto to Savannah)
Watch this.
(MORE)

(CONTINUED)

CONTINUED:

MISTY (cont'd)
(then)
Hey, Laney...

Laney turns around, eyes Misty suspiciously

LANEY
(mumbles)
Hey.

MISTY
Hey. You know, Savannah and I were just talking about you over there.

LANEY
You were.

MISTY
Mm-hmm, we were just saying what's so great about your stuff is that you are not afraid to be dark.

Savannah leans in, inches away from Laney's face.

SAVANNAH
Darkness rocks.

MISTY
But I gotta be honest. I don't know if anyone here really appreciates it. You know, Laney, Sav and I toured the Prado over break...

SAVANNAH
That's in Spain.

MISTY
And one afternoon at the cafe, we got into this discussion about how many artists are really only appreciated posthumously - I mean Van Gogh, Pissaro, Basquiat...

Laney's face is frozen. Wherever Misty is going with this, it's bound to be hurtful.

MISTY
...I mean the list goes on forever. Anyway, your name came up, and Savannah thought -- actually, we both thought -- it might be a good idea...

SAVANNAH
...if you killed yourself.

CONTINUED: (2)

Laney looks instantly horrified as Misty and Savannah giggle. The art teacher, MS. ROUSSEAU, walks over.

MISTY
We were just admiring Laney's latest.

SAVANNAH
It's important to support your peers.

MS. ROUSSEAU
There's a time and a place. Have a seat ladies.

Ms. Rousseau turns and examines Laney's canvas.

LANEY
I read about this riot in Bangledesh. This represents the pain of that night.

MS. ROUSSEAU
(gently)
Laney, if you're really trying to represent the world in your work, you should know something... Somewhere in the world... people are just having fun.

Ms. Rousseau smiles softly before returning to the head of the class.

CUT TO:

INT. HARRISON HIGH SCHOOL - AFTERNOON

The last bell RINGS. Zack, Dean and Preston are heading from class on their way to the parking lot. As students pour into the hallways, the school p.a. comes to life and the voice of the CAMPUS DJ fills the air.

CAMPUS DJ (V.O.)
Well, that's it for another day, Earthquakes. Welcome back and, by the way, my condolences to a certain individual who got dissed and dismissed today by his longtime, magically-delicious girlfriend.

Zack winces. Preston pats him on the back.

PRESTON
Relax, man. Maybe no one'll know it's you.

CONTINUED:

CAMPUS DJ (V.O.)
Hang in there, Zack. And to send you on your way, here's a little Green Day.

SONG: "Nice Guys Finish Last," by Green Day.

DEAN
Shit. Taylor did you public.

Zack notices the satisfied smile on Dean's face.

PRESTON
You've got to find yourself a piece of primo ayce pronto... And it won't be a problem. Callie Parks said two honeys got into a little cat-fight over you in the ladies room third period. Sent one of them to Cedars with a concussion.

ZACK
Bullshit.

PRESTON
Swear to God. Clocked by an Evian bottle. One of the big ones. Girl never saw it coming.

DEAN
Well, you better do something. Cause your legacy is in jeopardy. You might not be remembered as 'Zack Siler' - Class President, Stand out athelete and Mr. all around bad-ass Mama Jama anymore. You might be remembered as Zack Siler... Bitch boy.

There was a little jealousy in Dean's words. Zack caught it.

ZACK
Wait, since when are you so concerned about my legacy? What's your legacy?

DEAN
This isn't about me.

ZACK
No, I'm curious. What's the great Dean Sampson passing down for the Ages?

Dean says nothing. A tense moment as the two athletic guys stare at each other.

CONTINUED: (2)

PRESTON
(to Dean)
Wait, remember that time you farted in the library? Fucking classic, man.

They move as a group into the parking lot area.

PARKING LOT

Suddenly, a familiar SQUEAL of delight from across the way. As the guys look back to locate the source of the noise, a gleaming red Mitsubishi 3000 pulls up to the curb a few feet in front of them.

The door opens and out leaps Brock Hudson, wearing a "Real World" T-shirt. Taylor has spotted him and is now making a huge show of rushing into his muscular arms. She SQUEALS again as he lifts her balletically, then lowers her.

A group of students swarm around Brock, holding out pens and paper for autographs.

CLOSEUP - ZACK

It's clear for the first time the Taylor situation has become real to him. He tries not to stare, but finds himself incapable of turning away.

ZACK'S P.O.V.

Taylor and Brock are kissing in slow motion. Taylor's eyes are closed. She digs her fingers into Brock's back and raises one foot. Brock looks over and sees Zack looking at him. He flashes a movie star grin, winks and gives Zack a finger pistol as if he's a fan.

Taylor and Brock slide into the Mitsubishi and it roars away. Beat. Zack watches it go.

ZACK
Who the hell does she think she is? There are two thousand girls in this school. I could bump monkeys with every single one of them if I wanted. Taylor Vaughan is totally replaceable.

DEAN
Right Zack, whatever you say.

ZACK
What?

Dean doesn't say anything.

CONTINUED:

ZACK
Speak!

DEAN
You got toasted for once and you can't handle it. Don't be a wuss and pretend it didn't happen.

ZACK
I can handle it. I'm just saying it doesn't bother me like you think it does... because she's totally replaceable.

DEAN
She's the head cheerleader!

PRESTON
That's true man.

DEAN
She's the latest and greatest chapter in the storied Vaughan family legacy. All the girls want to be her. All the guys want to nail her.

PRESTON
Basically, she's you with tits.

ZACK
No see, that's where you're wrong. The Taylor Vaughan you just described is an illusion, a myth. Strip away the makeup and the attitude and all you've got is a C-minus g.p.a. with collagen lips.

DEAN
Give it up.

Zack cuts him off with a nod.

ZACK
Take... her for example.

Zack gestures to an ordinary-looking girl passing by.

ZACK
Short. Decent rack. Kind of a Chelsea Clinton thing going on. But give her the right look, the right boyfriend with the cool car, and -- bam -- next month, she's the one onstage being crowned Prom Queen.

CONTINUED: (2)

Dean gazes at Zack - eyelids half open.

DEAN
You're serious?

ZACK
As a heart attack.

DEAN
Is that right?
(beat)
How about an opportunity to prove me wrong?

PRESTON
Hold up now-

ZACK
A bet?

DEAN
Damn skippy.

Beat. Zack thinks it over. Preston leans into Dean.

PRESTON
Dean, the boy's buggin'. You're taking advantage of a friend in a vulnerable situation here.

DEAN
Thanks, Preston. A fifth of Chivas and a uterus and you could be my Mom.
(pushes Preston away)
Taylor's a shoe-in for Prom Queen. She's run for everything uncontested since 1994.
(beat)
The guy thinks he can do anything. Let him prove it.

Zack just stands calmly eyeing Dean.

PRESTON
Shit. Taylor's gonna have a bitch fit of Spielbergian proportions.

The words have meaning to Zack.

ZACK
(to Dean)
Hypothetically, how would we work this?

CONTINUED: (3)

DEAN
Simple. We pick a girl... I pick a girl, and you've got six weeks to turn her into the Prom Queen.

ZACK
And the stakes?

DEAN
Schools almost over.. so, we're going out on this one.
(beat)
At graduation... the loser has to go buck naked into the fountain for all to see.

PRESTON
Damn, that's harsh. You might get summer school for that shit. They might hold back our transcripts.

Zack and Dean stare at each other. Neither one wanting to back down.

ZACK
Steep.
(beat)
You got it.

Zack and Dean bump fists to seal the deal...

DEAN
Then let's go shopping.

CUT TO:

EXT. PARKING LOT - MOMENTS LATER

Zack drives slowly around the lot. Dean rides shotgun. Preston is in the back seat, looking unhappy.

ZACK
Remember, you've got to be reasonable.

DEAN
Is Zack Siler sounding worried...?

Dean scans the parking lot.

TWO DORKY GIRLS

Sitting under a tree, reading.

DEAN (V.O.)
Hmmnnn... one on the right has possibilities.

A *PLAIN-LOOKING REDHEADED GIRL* standing by her car, looks around furtively, then proceeds to pick a wedgie.

DEAN (V.O)
Rectal archaeology. Very nice...

They keep cruising. They spot...

A HEAVY SET GIRL wearing too small acid washed jeans and fiddling with one of several of those Japanese virtual Dino egg-baby things hanging around her neck.

DEAN(V.O.)
Camel toes... Always a plus.

BACK TO DEAN in the car. Dean's gaze suddenly falls on Laney standing in the carpool area with Simon, holding a lunch box and a box of art supplies. The "Dr. Pool" van pulls up, and Simon begins struggling to get in through a back window. Laney opens the front passenger side door and, in doing so, spills the box. Tiny bottles of paint fall noisily to the pavement and scatter.

DEAN
Gentlemen, we have a winner.

Zack looks over to see who Dean's indicating. Laney bends over unflatteringly trying to gather the paints.

ZACK
No.

DEAN
I'm sorry. Did you say "No?"

ZACK
Laney Boggs?

DEAN
Wait. You know her name?

ZACK
She's gone to school with us for twelve years.

DEAN
Well, then you'll have a lot to talk about.

CONTINUED: (2)

ZACK
I'll never be able to get her on the ballot.

DEAN
Don't waste your time bro. By my calculation, you've got five weeks 'til the election. If Laney Boggs is gonna be Prom Queen, I'd say you've got your work cut out for you.

Zack quickly runs a hand through his hair then gets out of the car. He walks over to Laney as she rises to her feet with an armful of supplies. He shoots his broadest most disarming grin.

ZACK
Hey.

Laney's face first registers shock, then revulsion. She drops her head and quickly climbs into the van. Laney SLAMS the door on a huge section of her skirt, which flaps and drags the ground as the van pulls away.

Zack looks on genuinely startled. His smile always works. He eventually dares to glance back at the car... Dean is hunched over in gales of laughter. Preston sits in the back with a baseball cap covering his face.

CUT TO:

INT. ZACK'S HOUSE - EVENING

Zack's family is seated around the table in an elegantly appointed dining room. At the head of the table sits Zack's father, HARLAN SILER, late forties, still dressed for work. To his right, his wife, LOIS SILER, a well dressed woman in her mid-forties.

Sitting next to Zack is his sister, MACK (Mackenzie) fifteen. She's extremely cute in her plaid private-school jumper, but seems blissfully unaware of it.

MR. SILER
Any word on the Dartmouth application?

ZACK
Obviously not.

MR. SILER
(ice)
What did you say?

CONTINUED:

Zack backs down.

ZACK
I'm just saying. I would have told you if I had.

MR. SILER
You haven't heard from a single university yet? Isn't that unusual at this point in the year?

ZACK
No.

MR. SILER
Maybe I should give Ken Wortham at the Alumni office a buzz. I owe him a call anyway.

ZACK
(too quick)
No! I mean just give it a couple of days. I'm sure I'll hear something by Friday.

Mr. Siler ponders the question.

MR. SILER
We'll give it a few days.

Mack jumps in to change the subject.

MACK
So, Zack, how's "The Grind" princess?

ZACK
How'd you know about that?

MACK
It's on MTV. They've only run the Spring Break thing, like a zillion times.

Zack concentrates on his plate.

MACK
I say you're better off. She's totally self-centered, and she smells like a tanning bed. You can definitely do better.

ZACK
Um... look, I've kind of got a lot of calculus.

CONTINUED: (2)

Zack stand and exits the room. Mr. Siler glances at his wife with a questioning look.

CUT TO:

INT. ZACK'S BEDROOM - EVENING

Everything's neat, orderly. Zack walks to his desk and reaches behind it. Pulls out a stuffed envelope. He slides out the bundle of papers inside. They're letters.

The top letter reads,

"Having reviewed your application, the Dartmouth College of Admissions is pleased to inform you"

Zack gently flips through the other letters. Each is from a different University. Each one contains the phrase... "pleased to inform you".

Zack stuffs the envelope and drops it behind his desk.

CUT TO:

INT. SCHOOL HALLWAY - THE NEXT AFTERNOON

Zack is standing by a wall of lockers as the BELL RINGS and students begin to file out of the cafeteria. He cranes his neck, then spots Laney as she emerges, sipping from a large styrofoam cup. She moves to Simon who is entertaining a group of students with a "kung fu" demonstration, as THREE FRESHMAN WHITE GUY RAPPERS rip soullessly through Puff Daddy's "All About the Benjamins."

Zack walks up to Laney.

ZACK
Hey Laney, what's going on?

The RAPPING STOPS. A collective GASP from the crowd. Zack points to Simon.

ZACK
Sup 'Tard.

Simon looks stunned. He turns to Laney.

SIMON
He knows my name.

LANEY
(to Simon)
That's not your name.
(MORE)

(CONTINUED)

CONTINUED:

LANEY (cont'd)
(then to Zack)
That's not his name.

ZACK
Oh. Sorry. Look, I was just wondering if you wanted to...

LANEY
Let's go Simon.

Laney drags Simon away.

ZACK
...embarrass me horribly for the second time in two days.
(to crowd)
How's it going?

Simon waves goofily at Zack as he's dragged down the hall.

CUT TO:

EXT. ART FACULTY OFFICE - THAT AFTERNOON

Laney stands outside the office. A sign on the door reads "Hillary Rousseau." Laney takes a deep breath and KNOCKS.

MS. ROUSSEAU (O.S.)
Entre, s'il vous plait.

CUT TO:

INT. ART FACULTY OFFICE - CONTINUOUS

Ms. Rousseau sits at her desk reading an art book. The door cracks open and Laney timidly pokes her head in.

LANEY
Ms. Rousseau?

Ms. Rousseau looks up from her reading.

LANEY
I was wondering if you'd gotten the recommendation forms for my art school application.

MS. ROUSSEAU
Come in Laney.

Laney takes a seat.

CONTINUED:

MS. ROUSSEAU
Yes I did receive them.
(beat)
Here's the thing Laney. I see a lot of students. Some of them I don't particularly like. But what I try to do as a teacher is be impartial and honest. Now I like you - a lot. But I have some reservations about your work.

Laney sits very still.

MS. ROUSSEAU
It hasn't changed or evolved. It doesn't have your voice in it. It's the voice of the evening news... I would be glad to write a recommendation, but I'm afraid some of my reservations with your work might hold me back and they may see that. It might not do you all that much good.

Laney face turns to stone.

LANEY
An what about Misty? Did you have to hold back on her recommendations?

MS. ROUSSEAU
(deep breath)
Misty's not the most compassionate human being in the world, but she tries to bring a childhood voice to her work.

LANEY
She draws clowns! Jesus! They're not even that good. Ronald McDonald has more expression!

MS. ROUSSEAU
Laney please calm down.

LANEY
I'll tell you what this is about. You like her cause she's rich and pretty and she could go on the trip to tour Prado and I couldn't. She probably told you all about her buffed boy friend who cheated on her and now you think she has a voice!

Laney stands up.

CONTINUED: (2)

LANEY
I don't need your recommendation. I don't need anything from anybody.

With that Laney leaves the office. Ms. Rousseau brings her fingers to her mouth and closes her eyes.

CUT TO:

INT. PALISADES MALL - DAYS LATER

The food court. Laney stands wiping down the counter at her place of work -- the Falafel Barn. She wears a brown polyester outfit with a tan cowboy hat. Behind her, the store's manager, DARRELL, fiddles with the soft drink dispenser. Jesse sits on a stool, hanging out like he always does.

JESSE
You could still get a job drawing chalk around dead bodies. That's somewhat creative.

LANEY
Maybe I should just paint clowns too.

JESSE
Face it Laney. The only reason you'd paint a clown is to publicize the fact that eighty percent of all circus clowns are alcoholics.

Beat.

LANEY
Eighty-two percent. It's so sad.

Laney bemoans the plight of or our nations circus clowns as we...

CUT TO:

INT. MALL - AFTERNOON

Katie and Alex are walking and sipping double-decaf lattes. Taylor is there, too, but appears distracted.

ALEX
So, did you guys get the invite to Lauren Zuckerman's after-prom party? Rollerskating? Hello? What decade are we in?

(CONTINUED)

CONTINUED:

KATIE
Well, we have better things to do. Your dad is still gonna open his restaurant for us after the prom, right, Taylor? Taylor?

The girls look over at Taylor, who's lagging behind, studying her shoulder.

TAYLOR
Does my tattoo look red to you?

KATIE
God, girl, don't you care about anything anymore?

TAYLOR
Excuse me? What are we spewing about?

KATIE
Well, a couple of weeks ago, we were helping you with your Prom Queen acceptance speech. Now all of a sudden everything's, "Brock this Brock that. MTV, my tattoo..." I mean, Taylor, the last thing you want to do five weeks before the election is alienate people.

TAYLOR
What are you trying to say, Katie?

ALEX
(jumping in)
I think she's just saying you should be careful.
(to Katie)
Right?

TAYLOR
Careful of what? Not to be a bitch, but who's gonna beat Taylor Vaughan? I could win this thing in fluorescent lighting on the first day of my period cloaked in T.J. Maxx. My Mother was Queen in seventy-two. My cousin Queen in eighty-nine. My sister would have been Queen in ninety-four if it hadn't been for that scandal on the Color Me Badd tour bus. I'm a goddamn legacy. I mean, sure, it's stupid. But who am I to stand in the way of tradition?

CONTINUED: (2)

KATIE
God, please tell me that's not your acceptance speech.

CUT TO:

INT. FALLAFEL BARN - DAY

Laney is waiting on an ELDERLY MAN in a red satin "Saved By The Bell" jacket...

LANEY
Okay, sir, that will be one Tahina Kabob with a side of spiced hummis salad. Would you like to Super-Size those falafel balls?

ELDERLY MAN
Hmmn... let me see.

ZACK(O.S.)
Hello Laney.

Laney looks up to see Zack in line behind the elderly man. Laney can only stare at first. Jesse sits up in his stool.

ELDERLY MAN
Exactly what does this 'Super Size' entail?

Laney's expression turns a little cold.

LANEY
What do you want anyway? Why do you keep following me?

ZACK
Do you have a break soon? I just wanted to talk if that's okay?

ELDERLY MAN
I find myself torn. Perhaps I could see a sample 'ball' to better equip myself for such a decision.

LANEY
I'm not smart.

ZACK
What?

CONTINUED:

LANEY
I know how this works. You want me to tutor you? You figure, well she's a dork, she must at least be smart... Well guess what, I'm not. So you can figure out some other way to get back on the track or football or wrestling team that you're currently on academic probation from.
(to elderly man)
I'll be right back sir.

Laney turns and disappears through a door into the kitchen. Beat. When she reappears she sees Zack's figure moving out of the Falafel Barn.

Laney hands the sample tray to the elderly man and turns to Jesse.

LANEY
What was that all about?

JESSE
Not what you thought it was about. Zack Siler has the fourth highest G.P.A. in our class.

LANEY
He does?

She looks out into the mall where waves of people walk by.

LANEY
I don't care.

JESSE
Right Laney.

LANEY
I don't.

JESSE
The best looking guy in school is stalking you and you're not even a little curious?

Laney tries to stop it, but the thought makes her smile.

LANEY
(Lying)
No.

ELDERLY MAN
I've decided.

CONTINUED: (2)

Laney turns back to the customer.

ELDERLY MAN
Supersize my balls please.

CUT TO:

INT. ZACK'S KITCHEN - THAT AFTERNOON

Zack stands at the table, drinking milk from the carton and watching a small color TV on the kitchen counter.

TV SCREEN - CONTINUOUS

It's a rerun from MTV's "The Real World's" second season. Onscreen, we see Brock reclining on an overstuffed IKEA couch reading the Victoria's Secret catalog and slurping a Diet Pepsi. Nearby, roommate HARMONY, a willowy blonde with multiple facial piercings, is washing plates in the kitchen. Brock holds up the catalog.

BROCK
Hey, Harmony, think those are real?

HARMONY
I don't know, Brock. But why don't you get off your ass and give me a hand? Half of these dishes are yours, anyway.

KADEEM, a black roommate in native African garb, enters angrily.

KADEEM
Okay, I want to know who used my shampoo!

BROCK
Don't look at me, homie. The Brock man's got his own soaps. Check with the human pin cushion over there.

HARMONY
God, Brock. Sometimes you can be so insensitive.

BROCK
Oops, incoming.

Brock FARTS. Kadeem and Harmony wince.

BROCK
Aw, yeah.

Zack clicks off the television.

(CONTINUED)

CONTINUED:

Zack's sister, Mack, enters from the dining room, still wearing her school uniform. Zack takes a sip from the carton.

MACK
(re: carton)
Can't you use a glass like a normal person?

Zack responds by spitting a half-mouthful back into the carton.

MACK
Very mature. Mom home?

ZACK
Nope.

Mack pulls off her scrunchy and shakes her hair wildly, sending it in all directions. She then sits down at the table, takes out a makeup kit, and begins to wipe off her neutral-toned lipstick with a paper towel.

ZACK
And so the transformation begins.

MACK
Hey, you try being a fifteen year-old woman in this family.

Mack takes a purplish tube of lipstick out of her purse and begins to apply it.

ZACK
Great color.

MACK
It's called an experimental phase, stupid. If I don't do this, ten years from now I could wig out and go on a shooting spree at the Galleria.
(then)
So who's the lucky rebound skank?

ZACK
"Rebound skank?"

MACK
The misunderstood earring guy said it twice yesterday on "The Real World."

ZACK
You know, that show is evil.

CONTINUED: (2)

MACK
Come on. There's got to be somebody.

ZACK
Well, actually, in a way there is.

Still looking into the tiny mirror, Mack begins to liberally apply dark eye liner.

MACK
Out with it.

ZACK
Nothing. It's just she's just done a pretty good job of ignoring me so far.

MACK
You're kidding. A woman who can resist the Banderas-like charms of the great Zack Siler?
(beat)
I like her already.

ZACK
All I can figure is it's got to be some kind of mistake.

Mack pats Zack condescendingly on the head.

MACK
Sure, that's it.
(beat)
Zack, I realize it's a difficult concept for a bitch magnet such as yourself to grasp, but did it ever occur to you to, I don't know, make a little effort?

ZACK
What do you mean?

MACK
Like don't sit on your butt waiting for her to fall prey to your God-given manliness. Find out where she hangs out, what she does for fun. Find out what she likes.

Mack removes a large powder brush and pats it around her face.

ZACK
So you think this'll work?

CONTINUED: (3)

MACK
How the hell would I know? I'm fifteen.

Zack opens the refrigerator, replaces the milk. Mack gets up from the table and faces Zack. Although her Catholic school body is the same, her head appears to have been removed and replaced with that of the bass player from Hole.

MACK
How do I look?

ZACK
Like the Avon lady exploded on your face.

MACK
Perfect. Gotta jam. Ashley's brother's home. So cute. Just got kicked out of military school.

ZACK
Dad'll be thrilled.

Mack exits, slamming the door.

CUT TO:

INT. ART DEPARTMENT - DAY

We are in art class. Ms. Rousseau lectures on the technique of landscapes. Laney is in the back deep in concentration on her canvas.

Misty who sits right next to Laney, looks around bored. She turns and looks at the doorway to the classroom and GASPS. Misty quickly turns to Savannah...

MISTY
(whispers)
Hunk alert... Zack Siler!

The name breaks Laney's concentration. She looks up from the canvas and follows Misty's and Savannah's stare to the open classroom doorway. Which is now empty.

SAVANNAH
Get a grip Misty.

MISTY
Zack Siler was just standing there a minute ago

SAVANNAH
Why would he do that?

(CONTINUED)

CONTINUED:

MISTY
Oh my God, I think he was watching me.

Ms. Rousseau "Shhhh's" the girls. They turn back to their easels. She continues with the lesson.

Beat. Laney glances back to the empty doorway... a smile grows on her face as she wonders to herself.

CUT TO:

EXT. SOCCER FIELD - THE NEXT AFTERNOON

The waning moments of practice. A hot, damp afternoon. The players' uniforms are sweat-soaked and caked with mud. Near the field, the cheerleaders are constructing a human pyramid. Climbing to the top of the pile is -- surprise -- Taylor, stepping on every girl's head as she goes.

THE FIELD

A corner kick is prepared as Zack paces the field, trying to rally his teammates.

ZACK
Come on, Quakes, let's go!

The WHISTLE BLOWS. The ball is blasted to Dean. He dribbles it skillfully past defenders. The coach yells from the sidelines.

COACH
Pass it to Siler!

Dean hesitates and then half-heartedly kicks towards Zack.

SLOW MOTION

Zack cuts toward the ball, suddenly hurtling himself backwards and upside-down, kicking the ball towards...

THE GOAL

The goalie dives as the ball sails past his outstretched hands. Zack starts off the field and then stops. His eyes catch something in the crowd. Laney Boggs is watching the practice. Their eyes lock. Zack smiles big.

Laney quickly gathers her things and climbs down from the stands.

CONTINUED:

Zack runs after her in his cleats.

CUT TO:

EXT. PARKING LOT - DAY

Laney walks across the parking lot heading off campus. CLEATS ECHO as they jog towards her. She slows and tenses up then turns. Zack comes to a stop in front of her.

ZACK
I didn't know you like soccer.

LANEY
(blurts out)
I've seen this movie you know.

ZACK
Which movie?

LANEY
The one where there's a contest to see who can bring the ugliest girl to the party. I've seen it. It sucked.

ZACK
Yeah, I didn't like that movie either.

Laney just stares.

ZACK
Look Laney, this is gonna sound lame, but I'm kind of getting into art. Thinking about doing a minor in college - that sort of thing. I've been hanging around the art department. Saw some of your stuff. Pretty cool. Different. Wanted you to - I don't know - help me learn about it. Give me an intro.

Laney's eyes squint suspiciously.

LANEY
You want to learn about art?

ZACK
Correct.

LANEY
That's why you've been following me?

ZACK
Correct again.

CONTINUED:

LANEY
So this has nothing to do with some cruel and unusual, testosterone driven contest that's going to, in the end, inevitably humiliate some poor unsuspecting person - like myself?

Beat. Zack eyes register a momentary hint of uncertainty, but he covers fast. He smiles his smile.

ZACK
Nothing like that Laney.

Beat. Laney tries to read him.

LANEY
Alright, I'll take you to a show.

ZACK
It's on me.

LANEY
This is not the kind of show people pay money to see.

Zack looks a little confused.

CUT TO:

INT. COMMUNITY THEATER - AFTERNOON

We are in a small community theater. A board leaned against a flimsy tripod announces "THURSDAY NIGHT - PERFORMANCE ART NIGHT. Laney performs an incredible piece of performance art. All of her passion and committment pours forth. Zack stares entranced.She finishes and takes her seat as...

A man wearing only underwear writhes on the stage floor for an audience of twenty people.

UNDERWEAR GUY
Snakes dance...
(writhes on ground)
Curving, bending... Undulating.
(he undulates)

Zack can't believe what he's watching. He looks totally out of place and freaked out. Laney leans over...

LANEY
You want to leave don't you?

CONTINUED:

ZACK
(smiles)
No I'm really intrigued.

Laney rolls her eyes.

The underwear guy on stage now writhes over to box of props and pulls out a trash can lid. He rolls it over his belly.

UNDERWEAR GUY
Crash... The dance is over. Be still. Be still...

He lays still and stares glassy eyed at the theater ceiling.

When he rises to his feet, the crowd CLAPS. He returns the prop to the box and gathers his piled-up clothes. He leaves the stage.

An overweight college age man with a shaved bald head comes on stage. This is the manager, LEON.

LEON
Does anyone else want to express themselves?

A hand shoots up.

LEON
Ah... Yes, Laney.

Laney smiles and points directly to Zack.

LANEY
He would like to learn about art.

LEON
Wonderful - a new voice. Welcome friend.

Leon gestures for Zack to come up. The artsy crowd stares at Zack who is turning various shades of crimson.

He glances at Laney who wears a smirk.

LANEY
You don't have to go up if you're not interested.

Beat. Zack gathers himself and rises to his feet.

Zack arrives on stage and turns. He gazes at the gathering of somber artists. Zack's hands are buried deep in his pockets.

CONTINUED: (2)

Beat. He doesn't have any idea what to do. Eternal seconds pass. Everyone can hear his strained breathing.

Finally, Zack glances back at the prop box... He moves to it uncertainly and leans over to see what's inside. His hand reaches in... Searches. Pulls out something.

Zack carries A SMALL MULTI-COLORED BEAN BALL back to the center of the stage.

He glances out at the crowd nervously. He's sweating now.

Laney is savoring every moment of this torture.

Then Zack throws the bean ball into the air. It reaches its zenith and falls. Just before it hits the ground. Zack kicks it back into the air with the side of his boots. The ball sails straight back and up and back down. Another tap from his boot - back up again.

ZACK'S HESITANT VOICE CRACKS THE AIR as he does this.

ZACK
Hack E Sack
(beat)
Hack... E... Sack.

Zack continues to hit the ball effortlessly.

ZACK
Bounce... Bounce... Bouncing... Don't stop bouncing.

Zack kicks the ball over his shoulder. It flies behind his back. Without looking he kicks it with his heel back over his head. It's a deftly done move that causes a spattering of applause in the theater. Laney glances around.

ZACK
Can't let it drop

Zack is slowly forgetting the crowd as he gets into a rhythm with the ball.

ZACK
Never let it drop... Everyone's watching... everyone's expecting...

Zack bounces it off his knees and back over his shoulder.

ZACK
Don't be afraid... Don't think about the drop.

CONTINUED: (3)

Zack starts kicking it quicker and quicker. The ball does acrobatic leaps in the air.

More applause. Laney leans forward on the edge of her seat as does most of the audience.

Zack's completely forgotten about where he is or what he's doing... He's just doing.

ZACK
What will happen?... Everyone's counting on you Zack... Don't let it drop... Don't ever let it drop!

Zack tries a crazy move - kicking the ball straight over his head... tries to back kick it... misses.

The crowd lets out a collective moan of disappointment. SILENCE. Only Zack's heavy breathing can be heard. He stares at the still bean ball on the stage.

ZACK
Sooner or later... It has to drop.

Zack slowly looks up. The crowd stares back and then bursts into PASSIONATE APPLAUSE.

Zack gazes at Laney who looks at him like she's never seen him before. Zack looks back with equal surprise in himself.

Laney joins the rest of the crowd as the clap with emotion.

CUT TO:

EXT. COMMUNITY THEATER - DUSK

Laney and Zack stand on the sidewalk outside the theater. Neither says anything for awhile. Laney feels a stare. Looks up. He's looking directly at her. She instantly looks down.

LANEY
What?

ZACK
You always wear those glasses?

LANEY
Yes, why?

Zack moves closer.

CONTINUED:

ZACK
No reason.
(beat)
Ever think about contacts?

Zack reaches out and starts to remove Laney's glasses revealing an unkempt, virtually uninterrupted unibrow. Zack is momentarily taken aback, as Laney's hands instinctively move to her face - grabbing her glasses.

LANEY
Well, I have them. I just never wear them. I hate the idea-

ZACK
(moves closer)
Because your eyes are really-

LANEY
-of touching my eyes.

ZACK
...beautiful.

Laney is momentarily speechless. She quickly adjusts her glasses.

LANEY
I have to get home. Nobody will eat if I don't cook.

Laney starts to walk away. She turns around suddenly, but keeps moving.

LANEY
You were inspiring.

By the time Zack says-

ZACK
Thank you.

Laney is gone.

CUT TO:

INT. BROCK'S APARTMENT - DUSK

A glorified dorm room, furnished in Ikea and littered with free MTV stuff. Brock and Taylor lie partly dressed under wrinkled sheets on a futon. Taylor is kissing her way down Brock's chest as he watches himself intently on a big-screen TV.

(CONTINUED)

CONTINUED:

TAYLOR
Bro-ock, can't you just turn off the TV?

Brock doesn't reply. Taylor begins to lick his stomach.

BROCK
Uh, babe, could you not do that? I'm reading for the new Spelling drama at two. I don't want to smell like spit.

CUT TO:

INT. HALLWAY - DAY

Laney moves down a hall carrying a basket of laundry. She stops, glances around to make sure no one is looking. Then ducks in the bathroom with the basket.

CUT TO:

INT. BATHROOM - DAY

Laney double locks the bathroom door. Checks to make sure it's secure. Turns to the basket. She burries her hands in the dirty clothes - pulls out from the very bottom... A magazine. Sassy "The Ten Best Beauty Tips" issue. Laney reads the magazine like someone reading top secret documents.

Beat. She HEARS VOICES FROM OUTSIDE. She pulls herself away from the reading and glances out the open window. Her face turns white.

LANEY'S POV

In the driveway at the open back doors of the "Dr. Pool" van are Wayne, Simon, and ZACK...

Wayne holds up a battered discolored golf ball.

WAYNE
These are very common to find in drains. Every fifth pool around Beverly Hills has one of these in them.

Wayne holds up an old athletic cup.

WAYNE
Found this in a fraternity house pool drain. Belonged to a football player who finished third in the Heisman voting one year.

CONTINUED:

Wayne whispers to Zack as he reaches into his collection of pool drain finds.

WAYNE
(whispers)
You can find some weird things in that fraternity house pool let me tell you.

Zack chuckles.

SIMON
Hi Laney.

All three heads look up to see Laney leaning out the window mortified. Zack smiles.

Simon puts his hand on Zack's shoulder like he's his best friend.

SIMON
Zack came to visit. I gave him Sunny-D!

Zack hold up his Power Ranger glass of juice to prove it.

WAYNE
Zack wants to learn more about art. He wants to take you to the beach.

SIMON
Alone!

Simon raises his eyebrows.

CUT TO:

EXT. BEACH - DAY

Zack and Laney sit on a quiet stretch of beach. She has her art portfolio on her lap. Both her and Zack look out at a breathtaking ocean view.

LANEY
You know how many gallons of chemicals *are dumped into oceans every year?*

Zack glances at her.

ZACK
Don't you ever just kick back? Everything is so serious.

LANEY
So? That's not a bad thing.

(CONTINUED)

CONTINUED:

ZACK
No. It's cool You're like the only other person our age who thinks about things outside our high school... It's just, people might want to hang with you more if you, I don't know, smiled a little.

LANEY
What's there to smile about?

ZACK
Okay look out at the ocean again.
(she does)
Don't think about corporate abuses. Think about all those surfer dudes who took a nasty wave and lost their shorts. Imagine all those Bermuda shorts floating around out there... Now imagine all those naked surfer dudes trying to crawl back to their towels.

Laney chuckles despite herself. Zack enjoys watching her as she tumbles into a little fit of laughter. Beat. His expression slowly changes as he gazes at her. He stares at the innocent girl sitting next to him learning to smile for the first time. His face registers the sudden guilt and sadness that surges up. Beat.

The moment is broken as SOMEONE YELLS OUT.

VOICE (O.S.)
Hey Siler! Sup Bro!

Zack and Laney turn to see Dean, Preston, Katie, Alex and Chandler heading towards them.

Zack and Laney instantly turn gray.

DEAN
Called your house. Said you were at the beach. I figured you were at your spot.
(to Laney)
Many a girl has lost it here.

Zack rises to his feet and wipes the sand off.

ZACK
Chill out Dean.

Katie, Alex, and Chandler gawk at Laney like she's from another galaxy.

CONTINUED: (2)

ZACK
What's happening ladies?

CHANDLER
(turning from Laney)
Actually we were waiting on your ex. She was supposed to meet us like an hour ago.

DEAN
Let's get some nourishment. I'm dying here.

Zack looks to Laney who's eyes scream "No Way!" Zack moves to her.

ZACK
(whispers)
If we're going to be friends, you're going to have to deal with them sooner or later.

DEAN
What's the problem?

Beat. Zack turns back from Laney to the rest of the group.

ZACK
No problem here.

CUT TO:

EXT. BEACH SEAFOOD AREA - DAY

Laney is standing near the girls as they sit on a couple of seafood restaurant benches. Zack and the guys are about twenty feet away on the beach. Katie checks her beeper.

Laney takes a seat. For a moment, Katie, Alex and Chandler appear to study her curiously, then turn away.

KATIE
Look, my butt hurts. I say we give Taylor ten more minutes, then blow her off.

ALEX
Won't she be mad?

KATIE
Are you kidding? She's so busy with that radioactive Ken doll, I'd be surprised if she remembers who we are.
(MORE)

CONTINUED:

KATIE (cont'd)
(beat)
So, Laney, how exactly do you know Zack?

For a moment, Laney appears at a loss for words, then...

LANEY
English class.

CHANDLER
But what's the deal? Don't tell me you guys are on a date.

LANEY
Oh. No, we're just kind of...

KATIE
(sickly sweet)
Friends?

Laney nods.

ALEX
Hey, Laney, aren't you hot in those overalls? It's got to be eighty degrees out here.

CHANDLER
Plus, your whole body's whiter than a butt. I mean, hello, there's a reason God invented tanning beds.

KATIE
(to Laney)
Don't mind Chan. She's having a Midol moment. You got a bathing suit under there?

Laney looks apprehensively down at her garmenture.

CUT TO:

EXT. BEACH - SAME TIME

Zack stands by the edge of the surf, talking to Dean and Preston.

DEAN
Well, Siler, got to give you your props. Bringing her here took some industrial size huevos.

PRESTON
I must say I admire your dedication.

CONTINUED:

Beat.

ZACK
Listen. I think we should bag the bet.

Dean looks to Preston with disbelief.

DEAN
Did you catch that shit?
(to Zack)
No God damn way! You quit. You lose. Prepare to drop trou at graduation my friend.

ZACK
It's not that... She's just... It doesn't seem cool anymore.

PRESTON
I'm with Zack on this.

DEAN
Up both of yours! It's on. It stays on.

Beat... Zack looks back at the seafood area. He sees...

ZACK'S POV SEAFOOD AREA

LANEY rises reluctantly from her bench. She unhooks the shoulder straps of her overalls, looks around self-consciously, then nervously begins to lower them.

ZACK can't help watching.

ZACK'S POV

LANEY lowers the bib of her overalls, revealing the top of a conservative red, one-piece Speedo bathing suit.

ZACK's interest now definitely piqued.

DOWN THE BEACH a group of guys play football.

ZACK'S POV... The rest of Laney's garment tumbles, bunching around her ankles.

The football gets heaved into the air. The receiver stops running.

CHANDLER AND ALEX - Mouths agape.

ZACK'S POV... LANEY. Though her body probably hasn't seen sunlight this decade, it's gorgeous.

CONTINUED: (2)

THE RECEIVER gets smacked in the head with the ball as all the players have caught sight of Laney.

DEAN shields his eyes for a better view. His eyes widen.

DEAN
(impressed)
Well, check out the bo-bo's on Superfreak.

Zack's eyebrows are raised. He looks on stunned. Speechless.

CUT TO:

EXT. PARKING LOT - AFTERNOON

The girls are walking ahead of the guys. Laney is a couple steps behind them.

KATIE
You think the mourning period is over.

CHANDLER
Please. It's way over.

LANEY
Did someone die?

They let Laney catch up.

KATIE
We're talking about Zack. He's available now.

Laney seems a little bothered by this subject.

The two groups reach their vehicles. The girls turn to Zack.

CHANDLER
We'll see you at Preston's tonight.

KATIE
Bye Zack.

ALEX
Bye Zack.

Zack throws a nod their way. They climb into Dean's jeep. Dean gets behind the wheel. Preston gets shotgun. Dean talks out the open window.

CONTINUED:

DEAN
Nice hanging with you Laney... Later Siler.

The jeep starts to pull away leaving Zack and Laney alone. Zack turns to Laney.

ZACK
You made it.

LANEY
Barely.

ZACK
You wouldn't want to go to Preston's thing would you?

LANEY
What kind of thing?

ZACK
I don't know. Dancing, drinking whatever. See, Preston's parties have become kind of legendary. His parents are out of town a lot and he's kind of got a big house. His dad owns Harrison Ford.

LANEY
The actor?

ZACK
The car dealership. So what do you say?

Laney turns as the jeep HONKS. She sees the three girls all waving out the back window to Zack.

LANEY
Yes. I'll go.
(beat)
No - that's not right.
(thinks it over)
No

ZACK
Why?

LANEY
(making it up)
Got to clean the house
(Zack stares)
It's very dirty....
(Zack keeps staring)
Almost unlivable.

CONTINUED: (2)

ZACK
Oh.

CUT TO:

EXT. LANEY'S HOUSE - NIGHT

Zack stands on the porch, dressed for a party and holding a brown shopping bag. He RINGS the doorbell. Laney answers wearing a paint-splattered smock and holding a paint brush. She looks genuinely stunned.

LANEY
Zack? I thought I said I was busy.

ZACK
I believe you said you were cleaning.

LANEY
I am. I was... I mean, I'm getting ready to.

Laney stuffs the paint brush into her pocket.

ZACK
Well, tell you what. How about if I save you some time.

Zack snaps his fingers and, instantaneously, a team of PROFESSIONAL CLEANERS materializes behind him, mops, buckets and vacuum cleaners in tow.

Laney watches the cleaners file by her into the house.

LANEY
Is this a joke?

ZACK
No joke. These men are professionals. Now get dressed and let's go.

Laney's face brightens. Ah, a way out...

LANEY
I can't. Look at you. You look great. I don't have anything to-

In a single motion, Zack reaches into the paper bag and pulls something out. Laney looks down at a delicate red dress - completely flustered.

LANEY
Oh God.

(CONTINUED)

CONTINUED:

Despite her best efforts, Laney's clearly losing this battle. Finally, one last-ditch attempt.

LANEY
But look at me. I'm a mess.

Taking her cue, Mack steps out from the shadows in her school jumper. She's carrying a gargantuan tackle-box of a makeup kit.

MACK
That is where I come in.
(to Zack and Simon)
Gentlemen, if you need us, we'll be upstairs.

CUT TO:

INT. BATHROOM - MOMENTS LATER

The tiny bathroom has been converted into a mini-salon. The counter is strewn with beauty supplies. Mack hovers over the seated Laney, whose back is to us.

LANEY
Ow!

MACK
Laney, no offense, but when was the last time you tweezed?

LANEY
Tweezed?

Mack holds up a pair of tweezers.

MACK
As in your eyebrows?

LANEY
Never. Why?

MACK
Well, did you ever watch Sesame Street?

Laney nods her head.

MACK
You know Bert?

CUT TO:

INT. LIVING ROOM - SIMULTANEOUS

Zack paces the floor, clearly uncomfortable with the fact that every time he stops, he catches Simon grinning at him. Finally, Simon breaks the silence, asking in the most suave manner possible...

SIMON
(deep voice)
So, Zack, can I get you a drink?

ZACK
Sure, what do you got?

Simon's momentary suaveness disappears. He has no idea.

SIMON
Let me check.

CUT TO:

INT. KITCHEN - MOMENTS LATER

Simon is rummaging through the kitchen cabinets and has located all the alcohol in the house -- Scotch, Kahlua, half a flat bottle of Miller High Life, and some sort of raisin liqueur. Simon mixes the contents into a glass, which he stirs with his finger.

Wayne sits at a breakfast table watching "Jeopardy" on a tiny countertop black and white. He doesn't look up at the screen as he works through a pile of papers, oblivious to the cleaning crew working their magic all around him.

ALEX(O.S.)
This city's French Quarter encompasses seventy blocks.

WAYNE
(doesn't looks up)
What is Detroit?

CONTESTANT(O.S.)
What is New Orleans?

ALEX (O.S.)
That is correct.

Wayne doesn't appear particularly disappointed to have missed the question. He writes. The crew works.

CUT TO:

INT. BATHROOM - SIMULTANEOUS

MACK
If you ask me, you're selling yourself short. You have so much natural beauty. I mean, I'd kill for these eyelashes, and your skin tone? Exactly like Claire Danes.

LANEY
No...

MACK
Swear to God.
(then)
You really never wear makeup?

LANEY
Uh-uh.

MACK
God, my mother would love you.

LANEY
Somehow I doubt that.

Mack takes a step back to admire her handiwork.

MACK
There. Voila. Perfecto.
(then)
Now if we could just figure out what to do with your hair.

LANEY
What do you mean?

MACK
Oh, nothing personal, but if you ask me, that particular... coif doesn't really go with your face shape.

LANEY
(puts on her glasses)
So what should I do?

MACK
(takes off Laney's glasses)
Well...I had an idea, but...

LANEY
What kind of idea?

CONTINUED:

Mack turns around. She's holding a pair of scissors and smiling.

MACK
You'd really have to trust me.

CUT TO:

INT. KITCHEN - MOMENTS LATER

ALEX(O.S.)
In 1987, a copy of the Old Testament attributed to this printer sold for 5.3 million dollars.

WAYNE
Who is Hewlett Packard.?

CLEANER
Who is Gutenberg?

CONTESTANT(O.S.)
Who is Gutenberg?

ALEX(O.S.)
Yes.

Wayne finally looks up. Sees a crew of men scouring his kitchen.

WAYNE
Who are you people?

CUT TO:

INT. LIVING ROOM - MOMENTS LATER

Zack and Simon are sitting on the couch. Zack is staring into his brown-green cocktail. Simon is busy playing Sega.

ZACK
You're sure this is a margarita?

SIMON
Yep.

Suddenly a VOICE from upstairs...

MACK (O.S.)
Ready!

Simon and Zack rise and hurry to the foyer.

FOYER

Mack is now standing at base of the stairs.

MACK
Gentlemen, may I present the new --not improved, but different -- Laney Boggs.

Mack gestures. Nothing.

MACK
Laney?

Still nothing.

MACK
(calling out)
Laney Boggs, get your cute butt down here!

Upstairs, the SOUND of a door opening. Slow, tentative

FOOTSTEPS, then...

At the top of the darkened staircase, a figure appears. Zack shifts uneasily. Simon smiles in anticipation as...

LANEY

Steps into the light.

Gone are the glasses and the unruly brow. The new dress fits her exquisitely. And the shocker -- a new hairstyle, now shorn to mid-ear, reveals an unmistakable, if slightly offbeat, beauty that was moments ago unthinkable.

Simon's jaw drops. Zack takes a huge sip of his swamp-colored cocktail then, disgusted, spits it back.

SLOW MOTION

As Laney descends the stairs -- quite possibly the greatest moment of her young life.

However, once she reaches the bottom step...

BACK TO REAL TIME

...she stumbles. But before she can fall, Zack steps forward and grabs her arm to steady her. They share a brief smile.

ZACK
Ready to go?

CONTINUED:

Laney nods. Zack opens the door for them. Laney steps outside. Mack pulls Zack back and whispers into his ear.

MACK
(sotto)
I like her.

Zack looks at his little sister a beat before both follow Laney out.

CUT TO:

INT. PRESTON'S HOUSE - NIGHT

An immense, lavish, modern-looking home. As the Mighty Mighty Bosstones BLARE in the background, kids mill about, talking, dancing, yelling, drinking and spilling.

A SOPHOMORE COUPLE mack openly by the doorway.

The door opens and Zack and Laney enter. Almost immediately, partygoers begin to whisper. Half don't recognize Laney; the other half want to know what the hell happened to her.

A glassy-eyed Derek Funkhouser, approaches.

DEREK
Z-aaak...

ZACK
Funk, how's it going?

DEREK
Kick ass, man. Eight beers and twelve jello shots. (then, looking down) You haven't seen my pants, have you?

ZACK
Sorry, man. Just got here.

Zack and Laney continue into the party. Suddenly, Katie approaches carrying cups of purple punch, which she hands to Zack and Laney.

KATIE
Hey, beautiful people.
(to Laney)
God, you look great.

LANEY
Thanks. So do you.

CONTINUED:

Laney looks at her punch, then turns to Zack, who's gulping his. Laney takes a baby sip. She's a little uncomfortable in her new skin.

KATIE
(to Zack)
Listen, can I steal her? There's these amazing-looking twins walking around. I think they're from Costa Rica or something.

Zack hesitates. Both Katie and Laney catch it.

ZACK
Sure.
(to Laney)
Go ahead.

Laney can't help but smile. Katie heads off dragging Laney by the arm.

Zack watches her dissolve into the crowd.

Dean watches Zack.

DEAN
Aw shit. Look at the look you have.

Zack suddenly snaps from his thought and realizes Dean is standing next to him.

DEAN
You guys came here together.

ZACK
Well, I brought her here, if that's what you mean.

DEAN
(imitating Zack)
"I brought her here, if that's what you mean."
(beat)
Zack, I'm not wasted yet. You're with the girl twenty-four seven. The junk is in the trunk. You're mixing a little business with pleasure aren't you?

Zack puts a hand on Dean's shoulder.

ZACK
Hate to break it to you, man, but it's just a bet.

CONTINUED: (2)

Zack slurps his drink and walks off. Dean stares after him.

CUT TO:

INT. BACK PATIO - EVENING

Laney and Katie are working their way through a crowded back porch. They pass a set of speakers BLARING DANCE MUSIC. Katie starts to dance. Bumps Laney's hip to get her moving. Laney actually laughs a little. Tries to move. Laughs some more.

Laney spots Dean across the room lighting a Camel. Their eyes meet. Dean exhales a lung full of smoke and points at her, mouthing the word, "Wow." Laney looks away.

Nearby, the Audio Visual Club (both of them) are videotaping a freshman girl, Jennifer, as she guzzles the contents of a beer bong. She finishes, wobbles, then raises her arms in triumph.

A group of Burners CHEER. A beat, then Jennifer turns and projectile vomits onto an expensive-looking tapestry.

CUT TO:

INT. UPSTAIRS HALLWAY - MOMENTS LATER

Laney makes her way up the stairwell to the bathroom, still holding her cup of punch. She opens the door...

LANEY
Oops...

A SEMI-CONSCIOUS GIRL is draped over the toilet.

LANEY
Sorry.
(starts to leave, then)
Hey... you okay?

The girl MOANS.

LANEY
Hello?

Laney kneels down beside the girl. Another GROAN and the Girl turns her head. It's MISTY.

MISTY
(squints to focus)
Splatter Girl?

CONTINUED:

Misty raises her head a bit. Toilet water runs down her cheek.

MISTY
I think I'm gonna puke.

Laney recoils at Misty's breath.

LANEY
I think you already did. Look, do you want me to call someone or...

MISTY
Don't fuck with me. I want a Wet Nap.

LANEY
What?

MISTY
A Wet Nap. A moist towlette? Like they give you on Air France.

LANEY
Oh... well, I think I may have...

Laney takes a Kleenex from her purse and offers it to Misty. Misty snatches it, wipes her face, then rests her head on the toilet. She closes her eyes. Laney turns to leave.

MISTY
So... Laney, how does it feel?

Laney stops.

LANEY
Excuse me?

MISTY
You heard me. How's it feel? Rich girl like me... gets a scholarship to my first choice art school
(fading)
And here you are...cleaning my puke,

With that, Misty blacks out, rolling onto the floor. Her purse falls open. Cigarettes, makeup and a set of multi-colored drafting markers spill onto the carpet.

Laney's eyes fall on the markers. She takes a big sip of punch.

CUT TO:

INT. DOWNSTAIRS - MOMENTS LATER

Suddenly, a SCREAM of drunken laughter from the foyer.

Taylor and Brock have made their appearance. Taylor is decked out in a red cocktail dress that bears more than a passing resemblance to Laney's, and smoking a Marlboro light and holding a glass of punch. Brock is wearing the wraparound sunglasses he wore on "The Grind."

ZACK

Sees her. A momentary wounded look crosses his face -- a crack in the veneer.

Taylor is walking a little unsteadily, clinging to Brock's arm. Katie walks over to them.

KATIE
Well, well, if it isn't Taylor Vaughan. Quelle surprise.

Taylor's clearly too drunk to grasp Katie's sarcasm.

TAYLOR
Yeah, we almost didn't make it. But I figured, why not put in one last... sentimental... whatever.
(to Brock)
Honey, get me a beer.

BROCK
You have a drink.

TAYLOR
But I want a beer.

Brock starts toward the back of the house.

Taylor turns as Zack comes up.

ZACK
Saw your boy on a re-run last night. He won twenty bucks when he sucked someone else's loogey up from a clogged water fountain. Very impressive.

TAYLOR
Jump up my ass.

ZACK
Been there, done that.

CONTINUED:

Taylor stumbles off.

CUT TO:

INT. UPSTAIRS HALLWAY - MOMENTS LATER

The bathroom door opens and Misty steps out, an unlit cigarette hanging from her mouth. Thanks to Laney's impromptu artistry, Misty's face now resembles that of one of her own grotesque clowns -- a fact which is clearly lost on her. She staggers, clumsily attempting to straighten her hair and clothing.

A group of Burners are congregated in the hallway, including Derek, wobbly himself. Misty walks over to him.

MISTY
You. Jerk ball. Got a light?

Derek looks at Misty, turns ashen, then...

CUT TO:

INT. DOWNSTAIRS - SIMULTANEOUS

A Janet Leigh-esqe SCREAM from upstairs. Zack looks up and sees the burners crashing down the stairs. Laney moves aside to let them pass.

Laney sees Zack and smiles. As she heads to the bottom of the stairs an arm appears from nowhere, blocking Laney's path.

It's Taylor.

TAYLOR
Excuse me? Who are you?

LANEY
I -- I'm Laney Boggs.

TAYLOR
I know that. I mean, who do you think you are coming here?

Zack steps forward.

ZACK
She's with me.

TAYLOR
Oh. Of course. Where else would that dress have come from? I mean, how could
(MORE)

CONTINUED:

TAYLOR (cont'd)
you afford it? Isn't your dad my pool man?

KATIE
Taylor, you're drunk.

TAYLOR
Well, duh...

As Taylor whirls around to address Katie, the last of the purple punch in her cup sloshes out and hits Laney squarely in the chest. Laney looks at Taylor in horror, then begins to frantically dab at the growing stain on her dress.

TAYLOR
Oopsie. Oh, god. Look at your dress. Oh well, between you and me, honey, you don't have half the rack for it, anyway.

Laney's eyes change. They revert back to the suspicious, guarded and angry Laney we've seen before.

ZACK
You've never been nice. But, god, when did you become so evil?

Taylor looks around.

TAYLOR
What are you people looking at? You're fucking idiots.

LANEY
You know Taylor, it isn't always going to be like this. Fifteen years from now, when you're on your third husband, you're going to have leather skin, with the first traces of lung cancer in your lungs and one day you're going to think about ending it all with a bottle of pills... Do me a favor. Think of me at that moment.

TAYLOR
Screw you bitch.

LANEY
You know if a bomb fell on this house and killed you and everyone inside it... The world wouldn't be effected even a bit.

Everyone just stares. Zack sees all the faces of the party slack-jawed.

CONTINUED: (2)

ZACK
(apologetically)
This is like performance art she's into... You kind of just say what you feel anytime. It's art

He starts to demonstrate by doing part of Laney's piece from the show. Zack looks over. Laney is glaring at him.

Taylor pushes way down the stairs.

TAYLOR
(calling out)
Brock? Brock? Get my shoes. We're going.

Brock starts towards her when suddenly, the MUSIC CHANGES.

MUSIC: "Block Rockin' Beats" by the Chemical Brothers...

TAYLOR
Oh, God. Not again.

Brock freezes, then begins to bop to the music.

TAYLOR
Brock?

BROCK
Later, baby. They're playing my song.

As party guests begin to stare, Brock starts to groove.

Zack can't believe what he's seeing.

BROCK busts into a full-fledged, possibly choreographed, elaborate dance about the room. Party guests scatter to avoid being injured by the thrashing, grinding terpsichorean display.

Zack turns to Laney. He sees her leaving the front door as everyone else watches the show. Zack starts after her.

The SONG ENDS, followed by stunned silence. Not even another song. Brock mops the sweat from his brow.

CUT TO:

EXT. YARD - MOMENTS LATER

Laney is running and crying, with Zack in pursuit. As she passes under a tree, she stumbles on a root and falls. Zack rushes to her side.

(CONTINUED)

CONTINUED:

Laney buries her face in her hands and sobs.

LANEY
I promised myself... I'd never...

Zack kneels down.

LANEY
...ever...

Beat.

ZACK
Shhh... never what, Laney?

Laney looks up at Zack, red eyes glistening.

LANEY
Never let them see me cry.

Zack leans forward.

ZACK
It's okay.

LANEY
(whispers)
No it's not.

Laney gets up. Brushes herself off.

LANEY
I'm going home okay?

ZACK
Okay.

They walk to the car in silence.

CUT TO:

CAFETERIA CASHIER'S TABLE - MOMENTS LATER

Laney and Jesse carry their trays to the cashier's table. The cashier is FELDA MURR, a rather severe-looking woman in her mid-thirties. She is wearing a blue smock with her name stitched on the pocket, and is sporting an eye patch. Sitting next to her in a chair is Simon Boggs.

JESSE
Hey, Felda.

CONTINUED:

FELDA
Afternoon, kid.
(assessing his tray)
That'll be eight twenty-five.

Jesse hands her the money.

JESSE
Jeez, Felda, what happened to your eye?

FELDA
Goddamn bird bit me.
(to Simon)
Wanna try this one, hon?

Simon looks at Laney's tray a beat. His lips move as he calculates.

SIMON
Seven forty-one?

FELDA
Damn, you're good.

Felda and Simon high five. Laney pays Felda, and she and Jesse head off.

JESSE
No offense, but ever wonder why your brother spends so much time hanging out with the cafeteria lady?

LANEY
What can I say? He's a fifteen- year-old, five-foot freshman who, despite having had one lesson three years ago, has decided he's a master of kung fu. Any friendship he can get, he takes. Blame him?

Laney looks over her shoulder to the cafeteria line where Simon has taken a handful of forks and is trying to place them on the trays of passing students.

CUT TO:

INT. CAFETERIA - LUNCH

Jesse and Laney are seated in the DIMLY LIT AREA OF THE CAFETERIA AGAIN.

Two audio visual dorks walk by and smile at Laney.

CONTINUED:

A.V. DORKS
Excellent Laney.

They move away in robotic synch. Laney looks at Jesse and shrugs her shoulders.

JESSE
So the party was bad?

LANEY
Don't eat the chips. That brand also owns a tuna company. They're not dolphin friendly.

Jesse lowers the B.B.Q.Mesquite chips that hover at his mouth.

LANEY
I don't want to talk about it Jesse.

Beat.

JESSE
You didn't even have a little fun. Not even an M & M's worth of fun.

Beat. Laney squints her eyes.

LANEY
Maybe one of those brown M & Ms. - that's it.

A girl straight out of an Ann Rice novel walks by with jet black hair, pale skin and dark circles under her eyes. The VAMPIRE GIRL looks over as she passes.

VAMPIRE GIRL
(hoarse voice)
You rock.

Laney looks at the girl curiously as she walks away.

LANEY
What is the matter with everybody today?

CUT TO:

EXT. HALLWAY - MOMENTS LATER

Students move between classes, clutching Prom ballots and excitedly discussing the day's most unexpected development.

CONTINUED:

CAMPUS DJ (V.O.)
Well, Earthquakes, straight up. The ballots are out, and the news is, okay... weird. Looks like Terminal Taylor's got herself a little dark horse competition in the form of the Falafel Fairy herself. And to be honest, I think the question on every Harrison student's mind has got to be...

CUT TO:

INT. CAFETERIA - SAME TIME

Laney and Jesse are standing stunned in the cafeteria. Laney's tray is on the ground at her feet. Leftover food sprayed on the ground. Laney clutches the Prom ballot in her hands.

LANEY
(soft)
Who the hell would nominate me?

CUT TO:

EXT. - SOCCER GAME - THE NEXT DAY

It's the conference semifinals. Time is running out in the game. The Earthquakes are trailing the Wandering Minstrals of Vernon P. Maxwell High School, 3 to 1.

THE STANDS

Chandler, Katie and Alex sit together drinking Jamba Juice smoothies.

THE FIELD

The Referee BLOWS his whistle and raises his hand.

REFEREE
One minute!

Zack takes a pass and darts up a seam into the opponent's territory and heads for the goal. He jukes left. The GOALIE buys it; Zack kicks the ball... He misses. It streaks past the net into the crowd. The CROWD MOANS.

Dean stares as Zack trots back on defense. Zack doesn't look like his mind is in the game at all.

STANDS

Suddenly, a LOW BUZZING SOUND emanates from Alex's purse.

ALEX
Oh. That's me.

Alex reaches into the purse, pulls out a bubblegum- colored pager, and looks at it.

ALEX
It's Taylor.

All three girls exchange looks.

KATIE
So?

Alex looks down at the pager again.

ALEX
(gravely)
It's nine one-one.
(beat)
Guys?

Katie looks away.

CHANDLER
Katie, she is our friend.

Alex and Chandler get up. Katie follows.

CUT TO:

EXT. PARKING LOT - A FEW MINUTES LATER

Taylor sits behind the steering wheel of her convertible, bawling hysterically.

TAYLOR
(gasping intermittently)
He - broke - up - with - me.

Taylor looks tearfully over at Alex and Chandler and Katie. Tear-soaked tendrils of blonde hair hang across her face. Taylor reaches back and pulls her hair into a ponytail. Then she reaches out, pulls the scrunchie out of Chandler's hair, and puts it in her own.

CONTINUED:

TAYLOR
Brock - fucking - Hudson. What kind of name is that, anyway? And the dancing. God, the dancing.

ALEX
Taylor, want to know what we think?

TAYLOR
Why not?

ALEX
We don't really care.

Taylor looks up.

KATIE
Could you have been more of a megabitch to us the last month?

TAYLOR
What is this spew? I'm the one in pain here!

CHANDLER
Look, we got to get back to the game.

The girls get out of the car.

KATIE
Oh and did you hear?... We nominated
(hand goes up to her mouth in a fake gesture)
I mean someone nominated Laney Boggs to run against you for prom queen. 'Ta.

Taylor watches them leave through the windshield of her convertible... The tears drying fast on her hardening face.

CUT TO:

INT. LOCKER ROOM - AFTERNOON

The Earthquakes are dressing silently. By the somber atmosphere we can assume they didn't mount a come from behind victory.

Dean throws his jersey hard into his locker.

DEAN
What was up today Zake?

CONTINUED:

ZACK
Didn't have it.

DEAN
You know, maybe it's withdrawal symptoms. Maybe you miss laying pipe with Taylor Vaughan on a regular basis? Maybe you should spread those tan legs of hers for old times sake?
(beat)
Huh? What do you think?

ZACK
Whatever Dean.

Zack puts on a shirt. Dean never stops eyeing him. Beat.

DEAN
Or maybe it's the Boggster's ass you want to tap?

Zack's eyes flick to Dean.

ZACK
That isn't about that. You know it.

DEAN
Hey I ain't raggin on you. She's looking fine these days...
(beat)
Shit if you're not gonna partake, then mind if I do? She looks like she'd be a great little jam. I bet she can suck-

Dean doesn't get to finish-

Zack rushes him hard! Throws him back over the locker room benches. Dean hits the tiled floor with a SICKENING THUD.

Zack pins his throat down with an iron grip.

ZACK
If you fuck'n go near her...

Zack's eyes are enraged. Dean's are half shocked - half terrified.

Beat. Zack looks up. His entire team is staring at him in disbelief. Zack looks surprised at himself... He instantly backs off. Rising to his feet.

CONTINUED: (2)

ZACK
(To no one in particular)
Sorry... I don't know why

Dean rubs his throat as Zack turns, grabs his things and exits the silent locker room.

CUT TO:

EXT. LANEY'S BEDROOM - LATE AFTERNOON

We are in Laney's bedroom. It's choatic. Dark. The only pictures in the room are of a woman - an older version of Laney.

Laney sits in the arc of the only light in the room with her back to us. She has her head phones on. She is painting on her computer. Not like before. This time there is a gentle effortlessness to her movements.

Laney suddenly senses someone and turns. Her eyes are red. She's crying as she paints.

Standing in the open doorway, next to the set of double locks to her bedroom is Zack.

ZACK
Simon let me in.

LANEY
No one's allowed in my room.

With Laney turned, Zack can see what she's painting. It's a picture of a small pond with faces in the reflections of the water - her families faces. It's haunting.

ZACK
It's amazing.

Laney wipes her eyes as she carefully covers the screen.

LANEY
My mom used to take us to that pond whenever there was bad news. It made us feel better.

ZACK
It doesn't look like your other stuff.

LANEY
Its... I was just trying something different.

CONTINUED:

Zack walks into the room and takes a seat on the edge of the bed next to her.

ZACK
(soft)
Why'd you try something different?

LANEY
I just felt different.

ZACK
Why?

Zack and Laney are staring at each other. Beat.

LANEY
(whispers)
Why are you here Zack?

Zack doesn't say anything. They sit. Looking. Beat. Zack moves closer.

ZACK
(barely audible)
I'm not sure.

Eternal seconds. Then Laney slowly leans in. She closes her eyes... Beat... Nothing happens... Beat.

When she opens her eyes, Zack is sitting up flustered. He's surprised at himself for not kissing her.

Laney backs away as her eyes well up with tears. She turns back.

LANEY
What are you doing to me?

Zack can't say anything. Beat.

LANEY
No one is allowed in my room.

Zack slowly rises from the bed. He walks out of the room in a half-daze.

Laney rushes up from her chair. Slams the door. And begins locking the locks one after the other.

CUT TO:

INT. SILER HOUSEHOLD - EVENING

Zack walks into his house in silence. He starts up the stairs to his room. Stops. His eyes fall on the closed office door to his father's room. A LIGHT SEEPS OUT FROM UNDER THE DOOR.

Zack gazes at the room for a second. His expression changes. He makes a decision.

Zack turns and moves down the stairs. He opens the door. Mr. Siler looks up from his desk.

ZACK
Three weeks ago, I was accepted by Dartmouth and six other Universities. I haven't said yes to any of them.

Zack's eyes fill with emotion.

ZACK
I don't know what's going to happen when I get there... and I'm scared. I may not succeed. I may find out, I'm not the best. Not even close.
(beat)
I want to be strong. I don't want to be scared anymore dad. I hate it.

Beat. Mr. Siler stares with a hard expression at his son standing before him. Mr. Siler carefully replaces the cap to his pen and sits back. Beat. A long silence.

MR. SILER
You're stronger than you think.

Beat. Mr. Siler gestures.

MR. SILER
Why don't you close the door so we can talk?

Zack turns and closes the door on their conversation.

CUT TO:

INT. CAFETERIA - LUNCH

Jesse and Laney at their table. Laney doesn't look up from her tray. Jesse waits.

JESSE
What shouldn't I eat?

CONTINUED:

LANEY
Eat whatever you want.

Beat.

JESSE
You're wrong you know that.

LANEY
I didn't say anything,

JESSE
What you're thinking. That you did something wrong and that's why he didn't kiss you. You're wrong.

Beat.

JESSE
This isn't like you Laney.

LANEY
Well, maybe I want to be someone else.

CUT TO:

INT. ACROSS THE CAFETERIA - SAME TIME

Munge and Derek, converge on either side of Simon.

MUNGE
(imitating Simon)
Well, if it isn't the Rain Man himself. What's happening, Semen?

Simon looks uneasy, then strikes a kung fu pose.

SIMON
(deepest voice he can muster)
State your purpose or die.

Once it's evident that this tactic isn't working on Munge. Simon hurriedly grabs his lunch tray and tries to get away.

SIMON
I got to eat lunch.

MUNGE
Sure you do. Sure you do. But first, I want to show you something.

Munge and Derek lead Simon to a nearby table. Munge reaches under his shirt and produces a well-worn porno magazine

CONTINUED:

entitled, "Older and Bolder." He opens it and puts an arm around Simon's neck...

CUT TO:

INT. LANEY AND JESSE'S TABLE - SAME TIME

Offscreen, scattered LAUGHTER is heard. Laney and Jessie look over at Simon's table.

SIMON'S TABLE - CONTINUOUS

Munge is distracting Simon with the magazine. Meanwhile, Derek has stuffed a hand down the front of his baggy shorts and is digging for something.

MUNGE
Come on, one more. How about this lady on page twenty-eight? Not the one with the badminton racket. The other one. Are you're sure that's not your Mom?

SIMON
My Mom's dead.

Simon tries unsuccessfully to push Munge away. Meanwhile, Derek has "found" what he was looking for -- three pubic hairs, which he presses into the top of Simon's pizza. A few GROANS of disgust from the crowd as we cut to...

C.U. - LANEY

Blood boiling, she leaps to her feet and begins to hurry across the cafeteria. However, before she can reach Simon's table, we hear...

VOICE (O.S.)
Let him go.

Laney freezes.

LANEY'S P.O.V.

Zack has entered the cafeteria and stands pointing at Munge and Derek, whose eyes widen. What is this guy doing in here? Zack approaches and puts his hands on their shoulders. He stands a good head taller than both of them.

ZACK
Now I'll tell you guys what you're gonna do. You're going to get up...

Munge and Derek jump to their feet.

CONTINUED:

ZACK
..take your magazine...

Zack grabs the magazine and tosses it at Munge, hitting him in the face.

ZACK (CONT'D)
And apologize to my friend, Simon here

Simon grins.

MUNGE/DONNY
Sorry.

Zack points to Derek.

ZACK
All right. You, Pube Boy. Grab the pizza.

Derek takes the slice, then looks nervously up at Zack.

ZACK
Well?

DONNY
What?

ZACK
What do you think? Hoover it.

SIMON
Yeah.

Derek glares over at Simon, who strikes a Kung Fu pose.

ZACK
Now!

Derek looks queasily down at the greasy, hair-tainted slice then, to the GROANS of the lunch crowd, lifts the pizza to his mouth and takes a bite. He looks up pleadingly at Zack.

ZACK
That's it. Chew, chew. Now another bite.

Derek does as instructed, almost gagging. Students are now LAUGHING and pointing.

ZACK (CONT'D)
Hold on. Don't finish it. Munge here wants a piece of this action too.

CONTINUED: (2)

MUNGE
Hey, man, that's his pube.

ZACK
Guess you should've thought about that before you picked on my friend here.

Zack smiles at Simon, who's positively glowing with pride.

Munge grudgingly takes the pizza from Derek, looks at Zack, then takes a bite. The crowd goes wild.

ZACK
(to Munge)
Think this is bad? Try messing with him again. Are we clear?

Munge, nauseated, chewing slowly, nods. Zack turns to Simon.

ZACK
Everything copacetic?

Simon nods and gives the thumbs-up. Zack slaps him on the shoulder. Jesse turns to Laney, who's clearly moved by what has just transpired.

Zack looks over. Laney instantly looks away, gets up and moves to the trash bin.

CUT TO:

INT. FALAFEL BARN - AFTERNOON

A tray of half eaten food dumps into a trash bin. PULL BACK to show we are in the Falafel Barn. Laney places the empty tray in a pile. She's lost in her thoughts as she bends down to pick up some tray napkins. A pair of expensive Sketcher boots steps up to her. Laney almosts smiles. Holds it back as she stands.

Dean smiles at her.

DEAN
Hey Laney.

Laney is now suddenly uncomfortable. She moves behind the counter.

DEAN
Was wondering if we could talk?

LANEY
I'm swamped.

(CONTINUED)

CONTINUED:

Dean looks around at the empty Falafel barn and then back to Laney. He leans over the counter. He seems like a different Dean - a little unsure of himself.

DEAN
Look I know I don't come off as the nicest guy in the world, but see if you could forget that for a second.
(beat)
I was thinking maybe... We could go out.

LANEY
What is this?

DEAN
Well, not just go out, go out... A specific out... Like the prom maybe.

SILENCE. Laney stares at Dean. He looks down averting eye contact.

LANEY
No thank you.

Dean nods.

DEAN
That's fair. I mean why should you say 'yes' right? I'm just a rich jerk. And you're just a... You're you. And that's just the way it should stay.

Dean takes a step back.

DEAN
I just hope this isn't about Zack because he...

Dean stops himself.

LANEY
Because what?

DEAN
Because he doesn't care about you like that. He told me. Told everybody... He still likes Taylor.

Laney just stares.

CONTINUED: (2)

DEAN
Hey, maybe he was lying to us. I don't know for sure... Has he asked you to the prom?

A long pause ended by a soft nod of the head, "No" by Laney.

DEAN
Forget it. What am I talking about? You'd know better than me. You've probably gotten some sign one way or the other by now.

Beat. Laney's face doesn't reveal a thing. Dean starts stepping away from the counter.

DEAN
Just heads up all right. Don't get hurt for no reason

Dean starts out of the Falafel Barn.

DEAN
And think about the prom some more. We'd have an okay time I think.
(bye)
Later Laney.

Laney just watches as Dean leaves. Her thoughts spin out of control in her head.

CUT TO:

INT. GUEST HOUSE - LATER THAT NIGHT

A luxuriously appointed one-bedroom cottage in the back yard behind the swimming pool. Taylor paces the carpet, dressed in a thick blue bathrobe, sipping a glass of merlot. In the b.g., Tori Amos complains softly.

There's a KNOCK at the door. Taylor puts her glass down, straightens her robe, and answers it. It's Dean.

TAYLOR
Hey, you.

A cocksure beer-fueled Dean enters the room.

DEAN
It's done. She was like butter.

TAYLOR
Oh, Dean, you're so...wicked.

(CONTINUED)

CONTINUED:

Dean takes a seductive step toward Taylor.

DEAN
What do you think about giving me a little advance on my reward?

TAYLOR
I'm not your reward, honey.

Dean moves to within inches of her.

DEAN
Maybe I'm altering the terms.

Taylor looks unfazed.

TAYLOR
(whispers)
You know what I hear going around sometimes... I hear you can get rough with girls on occasion. Get them to do things, they don't want.

Dean's expression changes to one of surprised guilt.

TAYLOR
(whispers)
That won't work with me baby... I'll bite it right off.

Silence. They just stare at each other. Dean steps back. She's clearly out of his league.

TAYLOR
The deal stays. I get Zack and the crown. You do what you want with the heiress to the "Dr. Pool" empire.

CUT TO:

EXT. CAMPAIGNING MONTAGE - DAY

Taylor stands behind a table passing out colorful gift bags to two SOPHMORE GIRLS.

TAYLOR
Here guys, I'd appreciate your vote.

As they walk away, one girl pulls out a Taylor Vaughan coffee mug; the other, a signed eight by ten of Taylor standing next to the musical group Hanson.

CONTINUED:

Taylor looks up to see the Janitorial staff file by, all wearing "Laney for Prom Queen" t-shirts.

CUT TO:

LATER

Two FRESHMAN GEEKS peek behind a wall, trying to look up Taylor's cheerleading skirt as she drinks from the water fountain. She catches them, smiles and moves over to the handicapped fountain, bending even further over and affording them a better view.

When she stands back up, she spots a group of OVERWEIGHT STUDENTS head through the parking lot wearing shirts reading, "Hogs for Boggs." Someone's puppy wanders the other way with a piece of notebook paper taped to him reading, "Dogs for Boggs."

She starts away in a storm and bumps hard into a geek named NAYLON.

Naylon's "Laney Yes" flyers fall to the ground with him as he crumples to the floor.

TAYLOR
Watch where you're going pube!

Taylor storms off.

Several GEEKS rush to the side of their fallen comrade. As he's helped to his feet in the background, Naylon can be HEARD saying, "I think I touched her boob."

CUT TO:

INT. GYMNASIUM - AFTERNOON

Zack, as class president, conducts a final meeting with the prom committee. His attention is continually distracted. The art program, including one Laney Boggs, is putting the finishing touches on the Prom decorations. The gym is a buzz with activity.

Prom committee meeting breaks up. Zack doesn't notice as Taylor sidles up. She feigns surprise.

TAYLOR
Zack!

Zack turns.

CONTINUED:

ZACK
Taylor... Hey.

Taylor removes her sunglasses and takes a step towards him.

TAYLOR
So Zack...

ZACK
What?

TAYLOR
Well, I was out yesterday trying on this Richard Tyler dress and it occurred to me, we haven't finalized out plans.

ZACK
We have no plans.

TAYLOR
The prom silly. I mean we always said we'd go together. Even if it was just as friends.

ZACK
What happened to "Lord of the Dance?

TAYLOR
God, don't get me started. That is so over.

Beat. Zack can only shake his head.

ZACK
Well, actually Taylor, I had other plans in mind.

TAYLOR
Oh.
(beat)
You're not talking about Laney Boggs are you?... Because I think she's already taken.

Taylor bobs a manicured finger in the air. Zack follows its point to Laney. She's talking with Dean.

CUT TO:

ACROSS GYM

Zack steps up to them. Laney is taken off-guard. Dean smirks... Here it comes.

CONTINUED:

ZACK
Dean - what the hell are you trying to pull?

DEAN
Nice to see you too brother.

ZACK
(To Laney)
Did he ask you to the prom?

LANEY
What do you care?

DEAN
Yes I did.

ZACK
It's bullshit.

LANEY
Why because someone asked me? Is that what's bullshit?

Beat.

ZACK
I thought... I was going to... I thought we could go together. I wanted us to go together.

Zack's words are sincere. It affects Laney. Dean sees the tides changing.

DEAN
Alright. This is just not cool anymore. Zack I really like this girl. You got to stop this whole bet thing.

Beat. The world stops.

LANEY
(soft)
What bet?

Zack glares at Dean like he's going go postal on him any second.

DEAN
Zack thought he could make any girl in school prom queen. You were the one picked. He wants to take you to the prom
(MORE)

CONTINUED: (2)

DEAN (cont'd)
cause it'll help you win the prom queen title.

Zack opens his mouth to say something to Laney. Nothing comes out.

DEAN
It's not right to treat people like this man.

LANEY
(tearing up)
You made a bet?

Zack looks like he'd rather be anywhere in the universe than in that gym right then.

LANEY
(yells)
Tell me! Did you make a bet! Am I a fucking bet!

The entire gym ECHOES LANEY'S VOICE. Everyone stops what they're doing. Zack has no where to go. He gazes into Laney's pained eyes.

ZACK
(soft)
Yes.

Laney looks mortally wounded. Taylor steps into the group next to Zack.

TAYLOR
(to Laney)
You didn't think you became popular for real did you?
(beat)
Oh you did. How cute?

Laney looks at the faces around her like they're monsters. She staggers back. Stumbles over a painted prom sign. Zack watches her run from the gym. Beat.

Taylor puts on her sunglasses.

TAYLOR
Pick me up at eight lover.

Taylor strides out. Dean starts out too. He talks over his shoulder.

CONTINUED: (3)

DEAN
Hope that fountain water isn't cold. I wouldn't want you to get shrinkage in front of everybody.

Zack looks drained. No fight left in him. He can only watch as Dean strides out.

One by one everyone in the gym goes back to their prom preparations. Zack is the only idle figure standing still in the middle of the gym.

CUT TO:

THE BIG NIGHT MONTAGE - EVENING

ZACK'S BEDROOM.

Zack is in a t-shirt and tuxedo pants. His jacket and shirt hanging on the back of the door. He has a phone to his ear.

ZACK
Laney, it's me again... Call me please.

CUT TO:

LANEY'S BASEMENT

Laney is in her basement studio as we first saw her; seated in front of a abstract angry canvas. Paint on her clothes and face.

As she jerks the brush to the canvas, a spray of brown paint streaks the ceiling.

CUT TO:

DEAN'S BATHROOM

Dean is in the shower. A RADIO BLARES PEARL JAM. He reaches over to the shampoo rack where empty beer bottles are held instead of Prell. He chugs the last half of a Heineken. His head moves to the bass of the music.

CUT TO:

TAYLOR'S BEDROOM

We are in Taylor's extravagant bedroom. Taylor sits before a sea of lights in her dressing area. A professional make up man is applying makeup to her upper arm.

CONTINUED:

TAYLOR
Let me see!

Taylor shoves her shoulder towards the mirror. We can still see the dark traces of Brock's tattoo.

TAYLOR
Keep working!

CUT TO:

ZACK'S BEDROOM

Zack puts on his white dinner jacket. Looks in the mirror. Gathers his resolve and leaves his room.

END OF MONTAGE. CUT TO:

INT. BASEMENT - EVENING

Laney sits still. Paint drys on her face and clothes. She looks like a blood stained warrior after a grueling battle.

FOOTSTEPS are heard as Wayne comes down the stairs in his Dr. Pool overalls. He carries his Dr. Pool bag at his side.

Wayne looks at his paint covered daughter and smiles. He takes a seat on a stool next to her.

LANEY
(soft)
The fridge is kind of empty. I'm going to the store if you want anything.

Wayne nods. Beat.

WAYNE
Did you know that some people think being a pool man is not a respectable thing to do for a living?

LANEY
People can be cruel dad.

WAYNE
Some people think I can't even take care of my family. They think I just sit around and watch jeopardy all day. They don't know I do the bills every night when I watch t.v.

Laney looks up.

CONTINUED:

LANEY
You do?

WAYNE
They don't know I own my van. I own my equipment. I own my company... That's more than a lot.

Laney smiles at her dad proudly.

WAYNE
Some people might think you were the adult in the family. That's silly isn't it?

LANEY
(soft)
Yeah.

WAYNE
You're my daughter. You're a kid. You need to be a kid. Don't they know that?

LANEY
(soft)
I guess not.

WAYNE
They should.
(pointedly to Laney)
Because being a kid is important. It doesn't last forever.

Beat. Father and daughter share a long silent stare.

WAYNE
Well forget them.
(beat)
Isn't there a prom or something tonight?

Laney turns to the canvas.

LANEY
Yeah, I'm not going.

WAYNE
Oh that's too bad.

Wayne puts his Dr. Pool bag on his lap. He opens it and pulls out an elegant black dress.

Laney takes a sharp breath.

CONTINUED: (2)

WAYNE
Because as the responsible adult in this house...
(his voice cracks)
I saved up and bought my only daughter a dress to her prom.

Laney's eyes fill with water.

WAYNE
I picked what your mom would have picked.

Wayne lays the dress in Laney's lap. Her paint cracked hands touch it gently like something sacred.

LANEY
I don't have a date, dad.

Wayne wipes his tears with the sleeve of his overalls.

WAYNE
Oh didn't I tell you... There's a handsome young man waiting at the front door for you.

Laney looks up - eyes wide. Wayne touches his daughter's face.

WAYNE
Go have fun. Not because of someone else... For yourself.

CUT TO:

INT. HALLWAY - EVENING

Laney emerges from the basement. She sees the figure of the young man in a tuxedo in the half open front doorway. The FLOOR MAKES A SOUND as she approaches.

DEAN TURNS AROUND.

Laney's face registers the sudden shock.

Dean steps in. When Dean speaks, his voice is gentle and caring. (He's a damn good actor.)

DEAN
Hi Laney.

LANEY
Hello.

CONTINUED:

DEAN
Did you finish your painting?

Laney realizes she must look a mess. She becomes self-conscious.

DEAN
You should see me after a game. You look like a model next to me.

Laney watches Dean's every move.

DEAN
Look, I know I'm not your first choice for tonight, or even your second or third, but I'm willing to come here and chance I won't have a date for my prom. That's got to count for something?

Beat.

DEAN
Don't let this prom just be for Taylor and Zack. It's ours too. Let's go have fun. Make them eat dance shoes.
(beat)
You don't even have to change if you don't want.

Laney cracks a smile at that. Dean smiles too... He knows he's won.

CUT TO:

INT. ZACK'S HOUSE - NIGHT

Zack waits in the foyer of his house. Zack's eyes are drawn to the top of the stairs. He smiles.

Mack comes down dressed in an enchanting prom dress. She steps up to her brother.

ZACK
Are you ready Miss Siler?

MACK
Yes I am Mr. Siler.

Beat. Zack's eyes fill with emotion.

ZACK
I really screwed this one up didn't I?

CONTINUED:

MACK
(soft)
Don't worry. She'll be there. You'll get to talk to her.

Zack takes a deep breath. Puts his arm out.

ZACK
Shall we?

MACK
(takes his arm)
We shall.

CUT TO:

INT. TAYLOR'S HOUSE - NIGHT

The living room is silent. Taylor is seated in her obscenely expensive prom dress. The melted remains of two frozen margaritas sit untouched on the obscene expensive coffee table. Taylor glares at the clock. It reads eight-thirty.

MRS. VAUGHAN, Taylor's mother moves into the room. A tight red jump suit outlines a surgically enhanced figure. She looks around the room.

MRS. VAUGHAN
Honey, where's your-

TAYLOR
Shut up!

Taylor rises to her feet in absolute rage. She grabs a set of car keys off a mail table in the hallway.

TAYLOR
I'm taking the Beamer!

The door slams. Mrs. Vaughan stares at the closed door.

MRS. VAUGHAN
Ta.

CUT TO:

INT. BEVERLY HILTON - VERSAILLES BALLROOM - EVENING

The best time thirty-seven grand can buy. Prom-goers are greeted by an expensive-looking, brightly-hued balloon arch, followed by a rigorous battery of metal detectors, body searches and breathalyzers.

CONTINUED:

Onstage, is an eighties cover band, "The Void." Below them, an expansive dance floor.

A line teenagers snake towards the photography area. One by one we see each couple as they get their photos taken.

PRESTON AND KATIE

Despite their constant bickering they both try to smile. CLICK

DEAN AND LANEY

Laney looks like an angel in her father's dress. She smiles softly, something held back. She's trying.

Dean smiles proudly for the camera... but as he waits for the flash, it becomes a little sinister grin - one that suggests that, at least for him, the real fun has yet to begin. CLICK

MUNGE

By himself and proud of it. He's wearing a tux jacket and a baggy pair of cut-off fatigue pants. He lifts his shirt, revealing a flask of cheap bourbon. A teacher quickly steps in seizes the contraband. CLICK...

ZACK AND MACK

Mack smiles happy just to be there. She leans on her brother's shoulder. Zack smiles his charming smile, but something in his eyes tells us he's with someone else. CLICK

Zack and Mack as they exit the photo area. They move to the dance floor. Zack's face drops when he sees Laney and Dean dancing.

CUT TO:

INT. DANCE FLOOR - EVENING

Dean is really getting into the music. Laney looks like she's trying to loosen up as she moves.

Ms. Rousseau dances by with another chaperon. She smiles at Laney then leans in and talks over the music.

MS. ROUSSEAU
You're final you handed in... your mother's pond. It was extremely moving. Maybe the best piece I've seen all year - from anyone.

(CONTINUED)

CONTINUED:

Laney glows shyly - unfamiliar with compliments.

MS. ROUSSEAU
At least that's what I told your art schools when I faxed them last Monday.

Laney stops dancing. Ms. Rousseau twirls around her partner and then looks to Laney.

MS. ROUSSEAU
There's a great change in your work... Whatever caused it... Don't let it go.

With that Ms. Rousseau dances away. The words hit Laney. It takes a second before she starts dancing with Dean again.

CUT TO:

INT. PHOTO AREA - EVENING

The last person's photo is being taken. It's Taylor. She looks a little rumpled. She's taking her picture alone and feels totally uncomfortable doing it.

PHOTOGRAPHER
Why don't you give us a smile?

TAYLOR
Why don't you stick that cheap aluminum tripod up your 'couldn't-make-it-as-a-real-photographer-so-I'm-doing-high-school-proms now' ass?

Taylor smiles. Beat.

The photographer blinks. Smiles. Tilts the camera ever so slightly with his hand and takes the picture without looking through the lens. CLICK...

WE SEE TAYLOR'S PROM PHOTO...Her head is cut off.

CUT TO:

INT. DANCE FLOOR - EVENING

Zack and his sister come off the dance floor after a dance. Zack turns around and spots Laney across the floor.

MACK
Why don't you cut in? I'll cruise the room for hot blooded studs.

Zack smiles at his sister.

(CONTINUED)

CONTINUED:

MACK
Be honest Zack. That's all she wants.

Zack squeezes his sisters hand and starts through the pulsating crowd. At about the tenth step, Taylor steps in front of him. Beat.

There's a moment where we don't know if Taylor is going to freak out. She stares at Zack, looks around at everyone around her then back to Zack.

TAYLOR
I forgive you. Let's dance.

Taylor yanks Zack hard. She drags him away from Laney's direction. The crowd of gyrating teenagers swallows them whole.

CUT TO:

INT. DINNER TABLE AREA - EVENING

Mack finishes her lap of the room. No luck. She takes an empty seat at a table. She glances over to the boy eating by himself. Jesse has a shrimp cocktail tail in his mouth. He pulls it out and places it next to a mound of others.

THE BAND STARTS A NEW SONG. "Jesse's Girl" by Rick Springfield as performed by "The Void.

Mack's head nods to the beat.

JESSE
(to no one in particular)
Good song.

And then at the same time.

JESSE & MACK
It's my favorite.

Mack and Jesse turn and look at each other surprised.

JESSE
I'm Jesse Jackson. I'm not a good dancer.

MACK
I'm Mack. I go to school with five hundred chicks.

Jesse smiles.

CUT TO:

INT. DANCE FLOOR - EVENING

Laney spots Jesse and Mack dancing. Jesse's energetic dancing - while hardly skilled -is nonetheless commanding a fair amount of attention.

Laney loves it. Someone bumps into her from behind. She turns to see her brother doing some kind of Kung Fu dance.

LANEY
Simon? What are you doing here?

SIMON
I was asked.

LANEY
By who?

Simon crescent kicks in the air the left revealing Felda, one of the chaperons. She smiles at Laney.

Laney watches as he brother busts a move with the cafeteria lady.

Laney turns back to Dean with a big smile. She yells over the music.

LANEY
I think I'm having a good time.

Laney lets Dean spin her around.

CUT TO:

INT. MENS BATHROOM - EVENING

The men's room.

Dean is at the sink with Preston and a couple other members of the soccer team. They wait for a male teacher to leave before busting the flask of alcohol.

DEAN
Check it out boys.

Dean dangles a brass key with numbers etched in its handle.

DEAN
Room 409 is gonna need its sheets changed tomorrow morning.

PRESTON
Right Dean.

CONTINUED:

DEAN
It's a lock.. She's eating up every word I say.

PRESTON
Laney Boggs is not going to give you any.

DEAN
Shit. I shelled out three hundred for that room.
(takes a swig)
She's going to give it and beg for more.

The tone of the last line - makes a couple of the guys exchange glances.

The boys finish a last of sips before leaving the bathroom. Beat.

A stall door opens. Jesse steps out. Panic etched on his face.

CUT TO:

INT. DANCE FLOOR - EVENING

The prom is in full swing. WE FOLLOW JESSE out of the men's room as he searches the crowd and finds Mack. We see the look on her face as Jesse tells her.

CUT TO:

INT. ACROSS FLOOR - EVENING

Zack moves through the crowd. He sees of flash of Laney through the crowd. She spots him and keeps moving away from him. He loses her in the darkness and the many bodies.

WE SEE Mack and Jesse reach his side. They both talk at the same time - frantically. We can't hear what they say, but we can see the reaction. Zack instantly stiffens. His face turns to stone. He's about to move to find Laney when...

THE LIGHTS CHANGE AND THE MUSIC STOPS.

A MICROPHONE TAPS.

Suddenly...

PRINCIPAL STICKLEY (O.S.)
Attention, students. Please direct your attention to the stage for the coronation
(MORE)

CONTINUED:

PRINCIPAL STICKLEY (cont'd)
of the Class of Ninety-Eight Prom Queen and King.

The ballroom instantly falls quiet.

ONSTAGE

PRINCIPAL "STERILE" MERRILL STICKLEY, a balding, ineffectual-looking forty-five year old in a brown Hagaar suit, begins the proceedings.

PRINCIPAL STICKLEY
Following the announcement, students are instructed to clear the floor for the official coronation dance.

Principal Stickley reaches into his jacket pocket and fumbles for his glasses.

PRINCIPAL STICKLEY
I'll begin with the announcement of your Prom Queen. In the closest election in school history, with a margin of 54 percent to 46 percent, your 1998 Prom Queen is...

TAYLOR

She's trying desparately to appear nonchalant -- and doing a lousy job.

LANEY

Though there's clearly anticipation in her eyes, she's remarkably composed.

PRINCIPAL STICKLEY
...Taylor Vaughan.

Dean smiles.

A decidedly mixed response from the crowd -- modest applause tempered with a smattering of BOOS. As a triumphant Taylor takes the stage, Dean turns to Laney.

DEAN
(sotto)
I'm sorry.

LANEY
Why? I'm not.

Onstage, Principal Stickley places a glimmering crown on top of Taylor's head. Eyes damp, a beatific smile plastered

CONTINUED:

across her face, Taylor gazes triumphantly into the crowd. This is clearly the whole world to her.

PRINCIPAL STICKLEY
And now for the name of your 1998 Prom King...

Principal Stickley, rips open the envelope and reads it.

PRINCIPAL STICKLEY
Hmmn, no surprise here... Zack Siler.

Polite, if completely unsurprised, cheers from the crowd.

Zack makes his way preoccupied to the stage.

ONSTAGE

A heavy-set teacher, MRS. BODECKER, grabs Zack and kisses him -- perhaps a beat too long, then places the crown on his head. Taylor sidles over to Zack and tries to take his hand, which Zack snatches away.

PRINCIPAL STICKLEY
And now, please clear the floor for Zack and Taylor's official Coronation Dance.

Slow MUSIC BEGINS. The lights dim. Students clear a path as Taylor takes Zack's arm and they step onto the dance floor. They begin to dance.

LANEY

Her face hardens as she watches them. Dean sees her expression and puts his arm around her.

DEAN
You want to get out of here?

LANEY
Please.

Dean escorts her away from the floor. As they walk, burners, A.V. dorks, and just plain nerds give their condolences.

Laney doesn't hear any of them as she heads out.

CUT TO:

INT. DANCE FLOOR - NIGHT

ZACK'S POV

Over Taylor's shoulder, fellow promgoers swirl around him.

(CONTINUED)

CONTINUED:

Taylor pulls Zack closer, runs a hand across the back of his neck. Zack searches the crowd until his eyes fall upon... a glimpse of Dean and Laney exiting the ballroom.

Zack stops dancing.

TAYLOR
Zack?

Zack steps away from Taylor.

ZACK
Congratulations. You got what you wanted.

Zack walks off, leaving a fuming Taylor on the dance floor, alone in the still-flickering lights.

Zack shoves prom-goers out of his way struggling to get out. A foot sticks out in front of him.

Zack eats it. He looks to see, looming over him menacingly... MUNGE.

MUNGE
Wasn't me dude.

CUT TO:

EXT. PARKING LOT - EVENING

Zack arrives outside. Eyes searching desperately.

PARKING LOT

No one is around.

Zack jogs to a stop in an empty parking spot. A Heineken bottle sits empty on its side.

Zack looks around. They could have gone in any direction.

Zack KICKS the green beer bottle. It shatters in all directions. THE SOUND ECHOES THROUGH THE PARKING LOT.

DISSOLVE TO:

INT. LIVING ROOM - LATE NIGHT

Zack is seated in his tuxedo, bow-tie undone on the love seat. Seated next to him in a striped terry cloth robe is WAYNE. It's obvious Zack has been here for awhile.

CONTINUED:

WAYNE
You got the garden-variety kidney shape.

Wayne tilts the envelope he's drawing on towards Zack. Zack nods trying his best to cover the enormous weight on his shoulders.

WAYNE
I've seen a pool shaped like an old guy's head. Sort of like a portrait or something. They made a jacuzzi out of the folds under his chin.

THE DOOR OPENS. Zack shoots to his feet. Both Wayne and Zack watch as Laney steps in.

WAYNE
Hi honey - how was it?

Laney turns as she closes the door. She stops before answering - she's shocked to see Zack Siler standing in her living room. Beat.

LANEY
It was fine dad. You were right... I did have fun.

Wayne comes around Zack and kisses his daughter on the cheek.

WAYNE
I'm going to get some sleep. I got to put a slide in at seven thirty tomorrow.

LANEY
Okay daddy.

Zack and Laney wait as Wayne heads up the stairs and turns off the stairwell lights.

THEY HEAR A DOOR CLOSE. BEAT.

ZACK
Are you okay? Jesse told me he heard Dean talking about how he was going to-

LANEY
Yeah, I figured it out a little late.

ZACK
I tried to tell you.

Beat.

CONTINUED:

LANEY
Sexual harassment is a big issue these days. It's on my walls downstairs.

Laney reaches into her purse.

LANEY
That's why I carry this.

Laney pulls out a little can with a funnel on top.

LANEY
Press a button - it makes a noise like a fog horn. You can hear it up to a half a mile away... I put it up to his ear.

Zack starts to smile with pride at the young woman before him.

LANEY
(slightly smiling to herself)
I hope there isn't any permanent damage.

Zack and Laney share quiet chuckle as Laney puts the can away. Beat.

LANEY
When did you come here?

ZACK
About two hours ago.

Beat.

LANEY
You missed your prom.

Zack shrugs his shoulders. Beat. Silence falls in the living room. Zack steps towards her.

ZACK
I made that bet before I knew you. Before I knew me Laney.

LANEY
What was the bet for anyway? What did you end up losing?

Zack's voice cracks a little as he says the words...

ZACK
My new friend.

CONTINUED: (2)

Laney's demeanor changes. They take a few unconscious steps towards each other.

ZACK
Can I have the last dance?

Beat.

LANEY
No... You can have the first.

Zack gently takes her hand in his - pulls her close. Touching. Her arms move around his neck. Zack and Laney slow dance to no music in the modest living room of the Bogg's household.

LANEY
(whispers)
God I feel like Julia Roberts in "Pretty Woman." I mean except for the whole hooker thing.

They both smile as they move around the room.

CUT TO:

EXT. WILLIAM HENRY HARRISON HIGH SCHOOL - DAY

We are on the front lawn of the high school. A podium and stage has been erected to the left of a huge stone fountain. It's water springs up into a clear blue sky.

Countless rows of lawn chairs have been set up facing the podium and fountain. Parents and family members and teachers occupy every seat. The front rows are filled by the excited cap and gown clad class of 98.

THE STAGE

A Nervous Zack sits in a folding chair between Principal Stickley and the featured speaker, the Stickley and the featured speaker, the distinguished Paul Moyer.

Principal Stickley rises and walks to the podium.

PRINCIPAL STICKLEY
Parents, students, friends, distinguished faculty, welcome to William Henry Harrison High's forty-fifth commencement ceremony.

Dean sits in a row in front of Taylor. He has a glazed look on his face. Taylor leans forward.

(CONTINUED)

CONTINUED:

TAYLOR
Here we go...

A beat. Dean's head cocks like he thinks he heard something.

DEAN
What?

He places a hand to his ringing ears.

THE STAGE - CONTINUOUS

PRINCIPAL STICKLEY
The Class of ninety-eight has been one of the most outstanding and diverse in the school's history. Its diverse accomplishments have set lofty standards against which future graduating classes will be measured. And of today's graduates, no one embodies the spirit of this class more than this young man. Ladies and gentlemen, the President of the Class of nineteen ninety-eight, Zack Siler.

Applause. Zack rises and assumes his place at the podium.

Dean sees everyone clapping. Copies them. He has no clue what's going on.

ZACK
Until a couple weeks ago, I was ready to give the standard Class President's speech. I believed it. Then something happened.

He looks right a Laney. She leans slightly forward in her seat. Zack looks back up at the crowd.

ZACK
For a lot of us, this is it. This is as sweet as it'll get. We aced the test, or won the game, or got a lame crown...

Taylor stiffens a bit in her seat.

ZACK
And ten years from now, in some restaurant we'll still be talking about it like it really mattered... But the truth is, it didn't. The really important stuff is still ahead of us.

CONTINUED:

ZACK(CONT'D)
Somewhere out there... And we don't know what's going to happen and we don't know whether we'll succeed when it counts... And that's a God damn scary thing.

Mr. and Mrs. Siler hang on every word.

ZACK
But it's okay. We don't have to know everything. We don't have to solve everything now. We just have to be strong. Not be scared anymore.

Zack looks over at the majestic fountain arcing water into the air.

ZACK
See that fountain. I've walked by that thing everyday for four years. I've always wondered what it would be like to jump into that water. Just once. Just dive right in... but I was too scared.
(turns to crowd)
You think I should still be scared?

UNDERWATER

Zack closes his eyes. ALL SOUND IS CUT OUT. He stays under for a second, before his eyes open again. A SOUND NOW SEEPS INTO THE WATER... it's muffled and distant, but we can make it out... It's clapping.

Zack's face rises out of the water... The sight before him is inspiring. Everyone is standing and APPLAUDING. And suddenly... Laney runs from her seat. Runs to the fountain and without hesitating jumps into the water... Cap and gown and all... She and Zack laugh as she rises up totally soaked.

Jesse is the next to follow. He rolls over the edge of the fountain and enters with a big splash...And that rest follow... One by one every seat starts to clear. The graduating class piles into the fountain... cheering and yelling through it all.

The only two left in their seats are Dean and Taylor. They watch as the rest of the class splashes and celebrates. Beat, Taylor can't take it anymore. She rises to her feet.

TAYLOR
Let's go Dean.

The families watch as Taylor storms off. Beat. Dean cocks his head like he heard something in the way distance.

DEAN
What?

FOUNTAIN. WE FIND LANEY AND ZACK IN THE MIDDLE OF THE CHAOS. THEY HOLD EACH OTHER CLOSE. NOTHING LEFT TO SAY. NOTHING LEFT TO DO... EXCEPT ONE... THEY KISS.

FADE TO BLACK: